

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>FREEDMAN JAMES</b>			2. Issuer Name and Ticker or Trading Symbol <b>PROGRESS SOFTWARE CORP /MA [ PRGS ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior VP &amp; General Counsel</b>		
(Last) <b>14 OAK PARK</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2006</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <b>BEDFORD MA 01730</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock							5,670	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$19.25	12/18/2006		D <sup>(1)</sup>			25,000	(1)	02/18/2010	Common Stock	25,000	(1)	0	D
Stock Option (right to buy)	\$23	12/18/2006		A <sup>(1)</sup>		25,000		(1)	02/18/2010	Common Stock	25,000	(1)	25,000	D
Stock Option (right to buy)	\$12.8125	12/18/2006		D <sup>(2)</sup>		70		(2)	04/02/2011	Common Stock	70	(2)	0	D
Stock Option (right to buy)	\$14.3025	12/18/2006		A <sup>(2)</sup>		70		(2)	04/02/2011	Common Stock	70	(2)	70	D
Stock Option (right to buy)	\$13.24	12/18/2006		D <sup>(3)</sup>		12,500		(3)	08/01/2012	Common Stock	12,500	(3)	0	D
Stock Option (right to buy)	\$13.5	12/18/2006		A <sup>(3)</sup>		12,500		(3)	08/01/2012	Common Stock	12,500	(3)	12,500	D
Stock Option (right to buy)	\$15.07	12/18/2006		D <sup>(4)</sup>		13,750		(4)	02/23/2013	Common Stock	13,750	(4)	0	D
Stock Option (right to buy)	\$16.99	12/18/2006		A <sup>(4)</sup>		13,750		(4)	02/23/2013	Common Stock	13,750	(4)	13,750	D
Stock Option (right to buy)	\$18.15	12/18/2006		D <sup>(5)</sup>		15,250		(5)	05/23/2014	Common Stock	15,250	(5)	0	D
Stock Option (right to buy)	\$18.75	12/18/2006		A <sup>(5)</sup>		15,250		(5)	05/23/2014	Common Stock	15,250	(5)	15,250	D
Stock Option (right to buy)	\$19.25	12/18/2006		D <sup>(6)</sup>		22,500		(6)	09/26/2014	Common Stock	22,500	(6)	0	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$21.45	12/18/2006		A <sup>(6)</sup>		22,500		(6)	09/26/2014	Common Stock	22,500	(6)	22,500	D	
Stock Option (right to buy)	\$21.86							(7)	11/10/2013	Common Stock	37,500		37,500	D	
Stock Option (right to buy)	\$30.81							(8)	11/14/2012	Common Stock	18,000		18,000	D	
Stock Option (right to buy)	\$30.81							(8)	11/14/2012	Common Stock	7,000		7,000	D	
Stock Option (right to buy)	\$23.07							(9)	05/21/2013	Common Stock	15,000		15,000	D	
Stock Option (right to buy)	\$25.01							(9)	09/19/2013	Common Stock	15,000		15,000	D	

**Explanation of Responses:**

- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on February 18, 2000 and vested in 60 equal monthly increments commencing on March 1, 2000.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on April 3, 2001 and vested in 60 equal monthly increments commencing on March 1, 2001.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on August 2, 2002 and vests in 60 equal monthly increments commencing on March 1, 2002.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on February 24, 2003 and vests in 60 equal monthly increments commencing on March 1, 2003.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on May 24, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.
- These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on September 27, 2004 and vests in 60 equal monthly increments commencing on March 1, 2004.
- The option vests in 60 equal monthly increments commencing on March 1, 2003.
- The option vests in 60 equal monthly increments commencing on March 1, 2005.
- The option vests in 60 equal monthly increments commencing on March 1, 2006.

**Remarks:**

/s/ James Freedman

12/19/2006

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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