## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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0.5

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

FORM 4

			or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of R REIDY RICHAR			2. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP /MA</u> [ PRGS ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) C/O PROGRESS SOI 14 OAK PARK	(First) TWARE CORPORATION	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2011			Other (specify below)		
(Street) BEDFORD (City)	MA (State)	01730 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individu X	al or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reportin	,		
		Table I -	Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date,	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)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial
	(Month/Day/Year)		Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	Ownership (Instr. 4)
Common Stock	08/03/2011		М		45,700	Α	\$ <del>9</del>	185,221	D	
Common Stock	08/03/2011		S		45,700	D	\$22.725	139,521	D	
Common Stock	08/03/2011		М		9,520	Α	\$8.827	149,041	D	
Common Stock	08/03/2011		S		9,520	D	\$22.725	139,521	D	
Common Stock	08/03/2011		М		7,279	Α	\$ <del>9</del>	146,800	D	
Common Stock	08/03/2011		S		7,279	D	\$22.725	141,666(1)	D	

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

(eigi, puis), suisi, maransi, opaonis, convertible securites)														
Price of Derivative		3A. Deemed Execution Date, if any (Month/Day/Year)			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)	Beneficially Owned	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		Reported Transaction(s) (Instr. 4)		
\$9	08/03/2011		М			45,700	(2)	08/01/2012	Common Stock	45,700	\$0	0	D	
\$8.827	08/03/2011		М			9,520	(3)	10/09/2011	Common Stock	2,500	\$0	0	D	
\$9	08/03/2011		М			7,279	(2)	08/01/2012	Common Stock	7,279	\$0	0	D	
	Conversion or Exercise Price of Derivative Security \$9 \$8.827	Conversion or Exercise Price of Security         Date (Month/Day/Year)           \$9         08/03/2011           \$8.827         08/03/2011	Conversion price of price of security         Date (Month/Day/Year)         Execution Date, if any (Month/Day/Year)           \$9         08/03/2011            \$8.827         08/03/2011	Conversion price of price of security         Date (Month/Day/Year)         Execution Date, [f any (Month/Day/Year)         (Instr. 8)           Derivative Security         Month/Day/Year)         Month/Day/Year)         Total           \$9         08/03/2011         Month         Month           \$8.827         08/03/2011         Month         Month	2. Conversion Or Exercise Price of Security         3. Transaction Date (Month/Day/Year)         3. Deemed Exercise (France (Month/Day/Year)         4. Transaction Code (Instr. 3)           Price of Security         0.8/03/2011         4. Transaction (Month/Day/Year)         4. Transaction (Instr. 3)           \$8.827         0.8/03/2011         M         M	2. Conversion Or Exercise Security         3. Transaction Date (Month/Day/Year)         3. A. Deemed Execution Date, if any (Month/Day/Year)         4. Transaction Code (Instr. 8)         5. Number of Securities Ac- ing and ac- social ac-	2. Conversion Or Exercise Security         3. Transaction Date (Month/Day/Year)         3. A. 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)           Security         08/03/2011         Code         V         (A)         (D)           \$9         08/03/2011         M         M         45,700           \$8.827         08/03/2011         M         M         9,520	2. Conversion Or Exercise Security         3. Transaction Date (Month/Day/Year)         3. Deemed Execution Date, if any (Month/Day/Year)         4. Transaction Code (Instr. 8)         5. Number of Derivative Securities Acquired (A) or bipsoed of (D) (Instr. 8)         6. Date Exerc Securities Acquired (A) or bipsoed of (D) (Instr. 8)         6. Date Exerc Securities Acquired (A) or and 5)         6. Date Exerc Securities Acquired (A) or bipsoed of (D) (Instr. 8)         6. Date Exerc Securities Acquired (A) or bipsoed of (D) (Instr. 8)         6. Date Exerc Security         Code Securities Acquired (A) or bipsoed of (D) (Instr. 8)         Date Exercisable           \$9         08/03/2011         M         I         45,700         (2)           \$8.827         08/03/2011         M         I         9,520         (3)	2. Conversion Price of Securities         3. Transaction Date (Month/Day/Year)         3. A. Deemed Execution Date (Instr. 8)         4. Transaction Code (Instr. 8)         5. Number of Derivative Socurities Acquired (A) or and 5)         6. Date Exercisable and Expiration Date (Month/Day/Year)           Securities         0.00000000000000000000000000000000000	2. Conversion Security     3. Transaction Date (Month/Day/Year)     3. Deemed Execution Date (Instr. 8)     4. Transaction Code (Instr. 8)     5. Number of Derivative Securities Acquired (A) or bisposed of (b) (Instr. 3)     6. Date Exercisable and (Month/Day/Year)     7. Title and Amount of Securities Derivative Security (Instr. 3)       Securities Acquired (A) or berivative Securities Acquired (A) or berivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Security (Instr. 3)     7. Title and Amount of Security Security (Instr. 3)       Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Security (Instr. 3)     0. Dete Derivative Security (Instr. 3)     7. Title and Amount of Security (Instr. 3)       Securities Acquired (A) or Securities	2. Conversion Price of Security     3. Transaction Date (month/Day/Year)     3. A. Deemed Experimentation (Instr. 8)     4. Transaction Code (Instr. 8)     5. Number of Derivative Security     6. Date Exercisable and (Sposed of (D) (Instr. 3, 4)     7. Title and Amount of Security (Instr. 3 and 4)       Price of Derivative Security     Month/Day/Year)     4. Transaction Code (Instr. 8)     5. Number of Derivative Security     6. Date Exercisable and (Month/Day/Year)     7. Title and Amount of Security (Instr. 3 and 4)       Security     Month/Day/Year)     4.     Month     (D)     Date Exercisable     Expiration Date (Month/Day/Year)     Amount of Number of Shares       \$9     0.8/03/2011     M     M     2     45,700     (2)     08/01/2012     Common Stock     45,700       \$8.827     0.8/03/2011     M     M     9,520     (3)     10/09/201     Common Stock     2,500	2. Conversion Security       3. Transaction Date (month/Day/Year)       3. A. Deemed Execution Date (any (month/Day/Year)       4. Transaction Code (any (month/Day/Year)       5. Number of Derivative Socurities Acquired (A) or bipsoed of D)       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 Security (Instr. 3 and 5)         59       08/03/2011       Come       M       Come       45,700       (2)       08/01/2012       Common Stock       45,700       \$0         58.827       08/03/2011       M       M       Come       9,520       (3)       10/09/2011       Common Stock       45,700       \$0	2. Conversion Security       3. Transaction Date (north/Day/Year)       3. A. Deemed Execurity       4. Transaction Code (nstr. 8)       5. Number of Derivative socurity       6. Date Exercisable and (nstr. 8)       7. Title and Amount of Securities Underlying Derivative Security (nstr. 3 and 4)       8. Price of Derivative Security (nstr. 4)       8. Price of Derivative Security	2. Conversion Security Security       3. Tansaction Date (noth/Day/Year)       3. Decemed Fix any (noth/Day/Year)       4. Transaction Code (nstr. 8)       5. Number of Conversion shad 5)       5. Number of Versity (noth/Day/Year)       6. Date Exercisable and (nstr. 8)       7. Title and Amount of Security (nstr. 3 and 4)       8. Price of Security (nstr. 3 and 4)       9. Number of Security (nstr. 4)       9. Number

Explanation of Responses:

1. Includes 2,145 shares acquired through the Issuer's Employee Stock Purchase Plan on March 31, 2011.

2. This option involves the deemed cancellation of an "old" option and the deemed grant of a replacement option. The option was originally granted on October 10, 2001 and vested in 60 equal monthly increments commencing on March 1, 2001. 3. This option involves the deemed cancellation of an "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.

Remarks:

Stephen H. Faberman, Attorney-In-Fact \*\* Signature of Reporting Person

08/05/2011 Date

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

<sup>1</sup> If the form isfield by more than one reporting person, see instruction 4 (b)(v).
<sup>4</sup> 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number

Know all by these presents, that the undersigned hereby constitutes and appoints each of James D. Freedman, Vice President and General Counsel of Progress Software ( 1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Form 144 Notice of Progress 2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in acc 3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 144, 3, 4 or 5 and 4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best in The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, c

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigne

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 15th day of July, 2008.

/s/ Richard Reidy

Signature

Richard Reidy

Print Name