

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* RASIEL AMRAM			2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2005			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		
14 OAK PARK			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
BEDFORD	MA	01730						
(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	03/29/2005		M		10,000	A	\$12.0625	480,000	D	
Common Stock	03/29/2005		M		5,000	A	\$12.8125	485,000	D	
Common Stock	03/29/2005		M		5,000	A	\$13.084	490,000	D	
Common Stock	03/29/2005		M		16,000	A	\$13.24	506,000	D	
Common Stock	03/29/2005		M		8,000	A	\$15.07	514,000	D	
Common Stock	03/29/2005		M		8,000	A	\$21.86	522,000	D	
Common Stock	03/29/2005		M		9,500	A	\$18.15	531,500	D	
Common Stock	03/29/2005		M		9,500	A	\$19.25	541,000	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
Nonqualified Stock Options	\$12.0625	03/29/2005		M		10,000		10/06/2000 ⁽¹⁾	10/06/2010	Common Stock	10,000	\$12.0625	10,000	D	
Nonqualified Stock Options	\$12.8125	03/29/2005		M		5,000		04/03/2001 ⁽²⁾	04/02/2011	Common Stock	5,000	\$12.8125	5,000	D	
Nonqualified Stock Options	\$13.084	03/29/2005		M		5,000		10/10/2001 ⁽³⁾	10/09/2011	Common Stock	5,000	\$13.084	5,000	D	
Nonqualified Stock Options	\$13.24	03/29/2005		M		16,000		08/02/2002 ⁽⁴⁾	08/01/2012	Common Stock	16,000	\$13.24	16,000	D	
Nonqualified Stock Options	\$15.07	03/29/2005		M		8,000		02/24/2003 ⁽⁵⁾	02/23/2013	Common Stock	8,000	\$15.07	8,000	D	
Nonqualified Stock Options	\$21.86	03/29/2005		M		8,000		11/11/2003 ⁽⁶⁾	11/10/2013	Common Stock	8,000	\$21.86	8,000	D	
Nonqualified Stock Options	\$18.15	03/29/2005		M		9,500		05/24/2004 ⁽⁷⁾	05/23/2014	Common Stock	9,500	\$18.15	9,500	D	
Nonqualified Stock Options	\$19.25	03/29/2005		M		9,500		09/27/2004 ⁽⁸⁾	09/26/2014	Common Stock	9,500	\$19.25	9,500	D	

Explanation of Responses:

- The option was fully vested and exercisable as of the date of grant, October 6, 2000.
- The option was fully vested and exercisable as of the date of grant, April 3, 2001.
- The option was fully vested and exercisable as of the date of grant, October 10, 2001.

4. The option was fully vested and exercisable as of the date of grant, August 2, 2002.
5. The option was fully vested and exercisable as of the date of grant, February 24, 2003.
6. The option was fully vested and exercisable as of the date of grant, November 11, 2003.
7. The option was fully vested and exercisable as of the date of grant, May 24, 2004.
8. The option was fully vested and exercisable as of the date of grant, September 27, 2004.

Remarks:

Amram Rasiel

03/31/2005

** 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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