

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* FREEDMAN JAMES			2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]			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) Senior VP & General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2005			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	05/03/2005		S		2,003	D	\$25.63	5,470 ⁽¹⁾	D	
Common Stock	05/03/2005		M		1,245	A	\$12.0625	6,715	D	
Common Stock	05/03/2005		M		3,190	A	\$12.8125	9,905	D	
Common Stock	05/03/2005		M		14,845	A	\$13.084	24,750	D	
Common Stock	05/03/2005		M		12,250	A	\$13.24	37,000	D	
Common Stock	05/03/2005		S		4,435	D	\$25.4633	32,565	D	
Common Stock	05/03/2005		S		5,000	D	\$25.4594	27,565	D	
Common Stock	05/03/2005		S		5,000	D	\$25.5389	22,565	D	
Common Stock	05/03/2005		S		4,845	D	\$25.55	17,720	D	
Common Stock	05/03/2005		S		6,000	D	\$25.5	11,720	D	
Common Stock	05/03/2005		S		6,250	D	\$25.99	5,470	D	
Common Stock	05/04/2005		M		6,250	A	\$13.24	11,720	D	
Common Stock	05/04/2005		S		6,250	D	\$26.11	5,470	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					
Nonqualified Stock Options	\$12.0625	05/03/2005		M			1,245	10/06/2000 ⁽²⁾	10/06/2010	Common Stock	1,245	\$12.0625	0 ⁽³⁾	D
Nonqualified Stock Options	\$12.8125	05/03/2005		M			3,190	04/03/2001 ⁽⁴⁾	04/02/2011	Common Stock	3,190	\$12.8125	0 ⁽³⁾	D
Nonqualified Stock Options	\$13.084	05/03/2005		M			14,845	10/10/2001 ⁽⁵⁾	10/09/2011	Common Stock	14,845	\$13.084	0 ⁽³⁾	D
Nonqualified Stock Options	\$13.24	05/03/2005		M			12,250	08/02/2002 ⁽⁶⁾	08/01/2012	Common Stock	12,250	\$13.24	60,750 ⁽⁷⁾	D
Nonqualified Stock Options	\$13.24	05/04/2005		M			6,250	08/02/2002 ⁽⁶⁾	08/01/2012	Common Stock	6,250	\$13.24	54,500 ⁽⁸⁾	D

Explanation of Responses:

- Includes a purchase made pursuant to the Employee Stock Purchase Plan of 1,070 shares on April 1, 2005.
- Eight-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2000.

3. As of May 5, 2005, options to purchase all shares were vested.
4. Two-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
5. Eight-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 52 month period commencing November 1, 2001.
6. Six-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 54 month period commencing September 1, 2002.
7. As of May 5, 2005, options to purchase 34,500 shares were vested.
8. As of May 5, 2005, options to purchase 28,250 shares were vested.

Remarks:

James D. Freedman

05/05/2005

** 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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