

PROGRESS SOFTWARE CORP /MA
Form 4
December 27, 2006

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Van Huizen Gordon Alan

2. Issuer Name and Ticker or Trading Symbol
PROGRESS SOFTWARE CORP /MA [PRGS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
14 OAK PARK
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Sonic & Actional Products

BEDFORD, MA 01730
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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 control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------------|---|------------------------|--------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | | | | |
| Stock Option (right to buy) | \$ 27.91 | 12/22/2006 | D ⁽¹⁾ | | | 20,000 | (1) | 06/07/2012 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 30.71 | 12/22/2006 | A ⁽¹⁾ | | 20,000 | | (1) | 06/07/2012 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 30.81 | | | | | | (2) | 11/14/2012 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 23.07 | | | | | | (3) | 05/21/2013 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 25.01 | | | | | | (3) | 09/19/2013 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Van Huizen Gordon Alan 14 OAK PARK BEDFORD, MA 01730 | | | VP, Sonic & Actional Products | |

Signatures

/s/ James D. Freedman,
Attorney-in-fact
12/27/2006
Date

**Signature of Reporting Person

Explanation of Responses:

* 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).

These two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option (1) and the deemed grant of a replacement option. The option was originally granted on June 8, 2005 and vests in 60 equal monthly increments of 333.3 shares commencing on April 1, 2005.

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- (2) The option vests in 60 equal monthly increments of 333.3 shares commencing on March 1, 2005.
- (3) The option vests in 60 equal monthly increments of 333.3 shares commencing on March 1, 2006.

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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