

FREEDMAN JAMES
Form 4
May 16, 2011

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 *
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & General Counsel

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

(Street)

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

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 or Price (A) or (D)		
Common Stock	05/12/2011		M		598 A \$ 20.54	14,527	D
Common Stock	05/12/2011		S		598 D \$ 28.91	13,929	D
Common Stock	05/12/2011		M		10,500 A \$ 20.54	24,429	D
Common Stock	05/12/2011		S		10,500 D \$ 28.91	13,929	D
	05/12/2011		M		2,550 A	16,479	D

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Common Stock						\$ 20.79		
Common Stock	05/12/2011		S	2,550	D	\$ 29.04	13,929	D
Common Stock	05/12/2011		M	2,450	A	\$ 20.79	16,379	D
Common Stock	05/12/2011		S	2,450	D	\$ 29.04	13,929	D

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

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(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 (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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 20.54	05/12/2011		M	598	<u>(1)</u> 11/14/2012	Common Stock	598
Stock Option	\$ 20.54	05/12/2011		M	10,500	<u>(1)</u> 11/14/2012	Common Stock	10,500
Stock Option	\$ 20.79	05/12/2011		M	2,550	<u>(2)</u> 04/25/2014	Common Stock	2,550
Stock Option	\$ 20.79	05/12/2011		M	2,450	<u>(2)</u> 04/25/2014	Common Stock	2,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEDMAN JAMES C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE			SVP & General Counsel	

BEDFORD, MA 01730

Signatures

Stephen H. Faberman,
Attorney-in-Fact

05/16/2011

__Signature of Reporting Person

Date

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).
- (1) Nine-sixtieths of the option vested on the date of the grant, thereafter the option vested in equal monthly increments over a 51 month period commencing December 1, 2005.
- (2) 2/60ths of the option vested on the date of grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.