

PROGRESS SOFTWARE CORP /MA
 Form 4
 November 02, 2005

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 *
SLIWKOWSKI PETER

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)
10/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Real Time Division

BEDFORD, MA 01730

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

(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	10/31/2005		M		1,667	A	\$ 12.8125
					2,943		D
Common Stock	10/31/2005		S		1,667	D	\$ 31.0996
					1,276		D
Common Stock	10/31/2005		M		5,834	A	\$ 13.084
					7,110		D
Common Stock	10/31/2005		S		5,834	D	\$ 31.0996
					1,276		D
Common Stock	10/31/2005		M		25,000	A	\$ 13.24
					26,276		D

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Common Stock	10/31/2005	S	25,000	D	\$ 31.0996	1,276	D
Common Stock	10/31/2005	M	17,499	A	\$ 15.07	18,775	D
Common Stock	10/31/2005	S	17,499	D	\$ 31.0996	1,276	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Nonqualified Stock Options	\$ 12.8125	10/31/2005		M	1,667	04/03/2001 ⁽¹⁾ 04/02/2011	Common Stock	1	
Nonqualified Stock Options	\$ 13.084	10/31/2005		M	5,834	10/10/2001 ⁽³⁾ 10/09/2011	Common Stock	5	
Nonqualified Stock Options	\$ 13.24	10/31/2005		M	25,000	08/02/2002 ⁽⁴⁾ 08/01/2012	Common Stock	2	
Nonqualified Stock Options	\$ 15.07	10/31/2005		M	17,499	02/24/2003 ⁽⁶⁾ 02/23/2013	Common Stock	1	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLIWKOWSKI PETER 14 OAK PARK			President, Real Time Division	

BEDFORD, MA 01730

Signatures

Peter G.

Sliwkowski

11/02/2005

 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) Two-sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 58 month period commencing May 1, 2001.
- (2) As of November 2, 2005, options to purchase 833 were vested.
- (3) 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.
- (4) Six-sixtieths of the option vests on the date of the grant, thereafter the option vests in equal monthly increments over a 54 month period commencing September 1, 2002.
- (5) As of November 2, 2005, options to purchase 1250 were vested.
- (6) The option vests in equal monthly increments over a 60 month period commencing March 1, 2003.
- (7) As of November 2, 2005, options to purchase 3126 were vested.

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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