

PROGRESS SOFTWARE CORP /MA  
 Form 3  
 December 20, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â GOODSON JOHN PAGE                       |         | (Month/Day/Year)  | PROGRESS SOFTWARE CORP /MA [PRGS]                  |   |
| (Last)                                    | (First) | (Middle)  | 12/10/2007   |   |
| 14 OAK PARK DRIVE                         |         | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         | (Check all applicable)  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |
| BEDFORD,Â MAÂ 01730                       |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)   | VP & GM DataDirect Technologie                     |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 68   | D   | Â  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of   |  |  |  |

|                            |                           |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|----------------------------|---------------------------|------------|--------------|--------|----------|-------------------|---|
| Nonqualified Stock Options | 11/15/2005 <sup>(1)</sup> | 11/14/2012 | Common Stock | 20,000 | \$ 30.81 | D                 | Â |
| Nonqualified Stock Options | 05/22/2006 <sup>(2)</sup> | 05/21/2013 | Common Stock | 12,500 | \$ 23.07 | D                 | Â |
| Nonqualified Stock Options | 09/20/2006 <sup>(3)</sup> | 09/19/2013 | Common Stock | 12,500 | \$ 25.01 | D                 | Â |
| Nonqualified Stock Options | 04/13/2007 <sup>(4)</sup> | 05/23/2014 | Common Stock | 14,333 | \$ 18.75 | D                 | Â |
| Nonqualified Stock Options | 04/13/2007 <sup>(5)</sup> | 09/26/2014 | Common Stock | 14,667 | \$ 21.45 | D                 | Â |
| Incentive Stock Options    | 04/26/2007 <sup>(6)</sup> | 04/25/2014 | Common Stock | 9,000  | \$ 31.18 | D                 | Â |
| Incentive Stock Options    | 10/15/2007 <sup>(7)</sup> | 10/14/2014 | Common Stock | 6,000  | \$ 32.25 | D                 | Â |
| Nonqualified Stock Options | 10/15/2007 <sup>(8)</sup> | 10/14/2014 | Common Stock | 3,000  | \$ 32.25 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |                                     |
|---|---------------|-----------|---------|-------------------------------------|
|   | Director      | 10% Owner | Officer | Other                               |
| GOODSON JOHN PAGE<br>14 OAK PARK DRIVE<br>BEDFORD, MA 01730 | Â             | Â         | Â       | VP & GM DataDirect Technologie<br>Â |

## Signatures

John P. Goodson                      12/20/2007  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The option was vested and exercisable on grant date with respect to 9/60ths of the option and thereafter the balance shall be exercisable in 51 equal monthly increments commencing December 1, 2005.
- (2) The option was vested and exercisable on grant date with respect to 3/60ths of the option and thereafter the balance shall be exercisable in 57 equal monthly increments commencing June 1, 2006.
- (3) The option was vested and exercisable on grant date with respect to 7/60th of the option and thereafter the balance shall be exercisable in 53 equal monthly increments commencing October 1, 2006.
- (4) The option was originally granted on May 24, 2004 and vests in 60 equal monthly increments in effect commencing on March 1, 2004.
- (5) The option was originally granted on September 27, 2004 and vests in 60 equal monthly increments in effect commencing on March 1, 2004.

Edgar Filing: PROGRESS SOFTWARE CORP /MA - Form 3

- (6) The option was vested and exercisable on grant date with respect to 2/60ths of the option and thereafter the balance shall be exercisable in 58 equal monthly increments commencing May 1, 2007.
- (7) The option was vested and exercisable on grant date with respect to 8/60ths of the option and thereafter the balance shall be exercisable in 52 equal monthly increments commencing November 1, 2007.
- (8) The option was vested and exercisable on grant date with respect to 8/60ths of the option and thereafter the balance shall be exercisable in 52 equal monthly increments commencing November 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.