#### Edgar Filing: PROGRESS SOFTWARE CORP /MA - Form 4

#### PROGRESS SOFTWARE CORP/MA

Form 4 June 21, 2005

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

FREEDMAN JAMES

14 OAK PARK

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Symbol

PROGRESS SOFTWARE CORP

/MA [PRGS]

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 06/17/2005

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner \_ Other (specify

\_X\_\_ Officer (give title below)

Senior VP & General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### BEDFORD, MA 01730

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	06/17/2005		M	532	A	\$ 12.8125	6,002	D	
Common Stock	06/17/2005		M	542	A	\$ 13.084	6,544	D	
Common Stock	06/17/2005		M	5,000	A	\$ 13.24	11,544	D	
Common Stock	06/17/2005		S	6,074	D	\$ 30.48	5,470	D	
Common Stock	06/20/2005		M	6,000	A	\$ 13.24	11,470	D	

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Common 06/20/2005 S 6,000 D \$ 30.74 5,470 D Stock

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

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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. Transactic Code (Instr. 8)	5. Number on f 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Nonqualified Stock Options	\$ 12.8125	06/17/2005		M	532	04/03/2001(1)	04/02/2011	Common Stock	5
Nonqualified Stock Options	\$ 13.084	06/17/2005		M	542	10/10/2001(2)	10/09/2011	Common Stock	5
Nonqualified Stock Options	\$ 13.24	06/17/2005		M	5,000	08/02/2002(3)	08/01/2012	Common Stock	5,
Nonqualified Stock Options	\$ 13.24	06/20/2005		M	6,000	08/02/2002(3)	08/01/2012	Common Stock	6,

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Other Director 10% Owner Officer

FREEDMAN JAMES 14 OAK PARK BEDFORD, MA 01730

Senior VP & General Counsel

Reporting Owners 2

## **Signatures**

James D. Freedman 06/21/2005

\*\*Signature of Date
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).
- (1) 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.
- (2) 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.
- (3) 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.
- (4) As of June 20, 2005, options to purchase 19,500 shares were vested.
- (5) As of June 21, 2005, options to purchase 13,500 shares 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. 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.

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