

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-10**
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ISSUER

PROGRESS SOFTWARE CORP /MA

CIK: **876167** | IRS No.: **042746201** | State of Incorporation: **MA** | Fiscal Year End: **1130**
SIC: **7372** Prepackaged software

Business Address
*14 OAK PARK
BEDFORD MA 01730
6172804000*

REPORTING OWNER

IRELAND DAVID G

CIK: **1046210**
Type: **4** | Act: **34** | File No.: **033-41752** | Film No.: **04970956**

Mailing Address
*14 OAK PARK
BEDFORD MA 01730*

Business Address
*14 OAK PARK
BEDFORD MA 01730
6172804000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person IRELAND DAVID G			2. Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, Progress Company		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
14 OAK PARK			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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	(A) or (D)	Price			
Common Stock	08/10/2004		<u>S</u>		2,003	D	\$20.79	16,464	D	
Common Stock	08/10/2004		<u>M</u>		182	A	\$6	16,646	D	
Common Stock	08/10/2004		<u>M</u>		6,000	A	\$10.4688	22,646	D	
Common Stock	08/10/2004		<u>S</u>		182	D	\$20.79	22,464	D	
Common Stock	08/10/2004		<u>S</u>		6,000	D	\$20.79	16,464	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non Qualified	\$6	08/10/2004		<u>M</u>		182		09/02/1997	09/02/2007	Common Stock	182	\$6	0 ⁽¹⁾	D	

Stock Options															
Non Qualified Stock Options	\$10.4688	08/10/2004		<u>M</u>			6,000	05/17/1999	05/17/2009	Common Stock	6,000	\$10.4688	0 ⁽²⁾	D	

Explanation of Responses:

1. As of November 1, 2002 all options were fully vested and available for exercise.
2. As of February 1, 2004 all options were fully vested and available for exercise.

Signatures

David G. Ireland

** Signature of Reporting Person

08/12/2004

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.