

PROGRESS SOFTWARE CORP /MA

Form 4

December 28, 2007

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENTON DAVID H

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)
12/26/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP and Corporate Controller

BEDFORD, MA 01730

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	12/26/2007		M	V Amount (A) or (D) Price 17,173 A \$ 13.5	33,431	D	
Common Stock	12/26/2007		S	17,173 D \$ 33.9	16,258	D	
Common Stock	12/27/2007		M	4,569 A \$ 13.5	20,827	D	
Common Stock	12/27/2007		S	4,569 D \$ 33.8	16,258 ⁽¹⁾	D	

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

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.

SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Nonqualified Stock Options	\$ 13.5	12/26/2007		M	17,173	<u>(2)</u> 08/01/2012	Common Stock	17,173
Nonqualified Stock Options	\$ 13.5	12/27/2007		M	4,569	<u>(2)</u> 08/01/2012	Common Stock	4,569

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BENTON DAVID H 14 OAK PARK BEDFORD, MA 01730	VP and Corporate Controller

Signatures

David H.
Benton, Jr. 12/28/2007

__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) This amount includes the following shares acquired through an Employee Stock Purchase Plan: 728 shares on March 31, 2007, 183 shares on June 29, 2007, and 77 shares on September 28, 2007.
- (2) The option was originally granted on August 2, 2002 and vested in 60 equal monthly increments in effect commencing March 1, 2002.
- (3) The option is fully vested.

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

Edgar Filing: PROGRESS SOFTWARE CORP /MA - Form 4

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.