

PROGRESS SOFTWARE CORP /MA
 Form 3
 November 09, 2006

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

OMB APPROVAL

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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 and Ticker or Trading Symbol | |
| Â Van Huizen Gordon Alan | | (Month/Day/Year) | PROGRESS SOFTWARE CORP /MA [PRGS] | |
| (Last) | (First) | (Middle) | 10/31/2006 | |
| 14 OAK PARK | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BEDFORD,Â MAÂ 01730 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | VP & GM Enterprise Infra Dvsn | 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 |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 | 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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------|---------------------------|------------|--------------|-----------------------|----------|-------------------|---|
| Nonqualified Stock Option | 06/08/2005 ⁽¹⁾ | 06/07/2012 | Common Stock | 20,000 ⁽²⁾ | \$ 27.91 | D | Â |
| Nonqualified Stock Option | 11/15/2005 ⁽³⁾ | 11/14/2012 | Common Stock | 20,000 ⁽⁴⁾ | \$ 30.81 | D | Â |
| Nonqualified Stock Option | 05/22/2006 ⁽⁵⁾ | 05/21/2013 | Common Stock | 20,000 ⁽⁶⁾ | \$ 23.07 | D | Â |
| Nonqualified Stock Option | 09/20/2006 ⁽⁷⁾ | 09/19/2013 | Common Stock | 20,000 ⁽⁸⁾ | \$ 25.01 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Van Huizen Gordon Alan 14 OAK PARK BEDFORD, MA 01730 | Â | Â | Â VP & GM Enterprise Infra Dvsn | Â |

Signatures

Gordon Van Huizen
11/09/2006
Date

**Signature of 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 3/60ths of the option and thereafter the balance shall be exercisable in 57 equal monthly increments commencing July 1, 2005.
- (2) As of October 31, 2006, options to purchase 6,333 shares were vested.
- (3) 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.
- (4) As of October 31, 2006, options to purchase 6,667 shares were vested.
- (5) 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.
- (6) As of October 31, 2006, options to purchase 2,667 shares were vested.
- (7) The option was vested and exercisable on grant date with respect to 7/60ths of the option and thereafter the balance shall be exercisable in 53 equal monthly increments commencing October 1, 2006.
- (8) As of October 31, 2006, options to purchase 2,667 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.