

PROGRESS SOFTWARE CORP /MA
Form 3
December 20, 2007

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 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)	
BEDFORD,Â MAÂ 01730			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP & GM DataDirect Technologie	

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	68	D	Â

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

SEC 1473 (7-02)

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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 Options	11/15/2005 ⁽¹⁾	11/14/2012	Common Stock	20,000	\$ 30.81	D	Â
Nonqualified Stock Options	05/22/2006 ⁽²⁾	05/21/2013	Common Stock	12,500	\$ 23.07	D	Â
Nonqualified Stock Options	09/20/2006 ⁽³⁾	09/19/2013	Common Stock	12,500	\$ 25.01	D	Â
Nonqualified Stock Options	04/13/2007 ⁽⁴⁾	05/23/2014	Common Stock	14,333	\$ 18.75	D	Â
Nonqualified Stock Options	04/13/2007 ⁽⁵⁾	09/26/2014	Common Stock	14,667	\$ 21.45	D	Â
Incentive Stock Options	04/26/2007 ⁽⁶⁾	04/25/2014	Common Stock	9,000	\$ 31.18	D	Â
Incentive Stock Options	10/15/2007 ⁽⁷⁾	10/14/2014	Common Stock	6,000	\$ 32.25	D	Â
Nonqualified Stock Options	10/15/2007 ⁽⁸⁾	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 14 OAK PARK DRIVE BEDFORD, MA 01730	Â	Â	Â	VP & GM DataDirect Technologie Â

Signatures

John P. Goodson 12/20/2007

__Signature of
Reporting Person

Date

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.

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- (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.