

PROGRESS SOFTWARE CORP /MA  
 Form 4  
 April 03, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEINEN ROGER J JR**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/30/2007**

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

**14 OAK PARK**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 03/30/2007                           |  | D                              |   | 6,294   | D  | \$ 137,587 (1)                    |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right of buy)       | \$ 23.07   | 03/30/2007                           |  | D                              | 11,750  | 05/22/2006 <sup>(2)</sup> 05/21/2013                     | Common Stock  | 11,750                     |
| Employee Stock Option (right of buy)       | \$ 30.81   | 03/30/2007                           |  | D                              | 12,000  | 11/15/2005 <sup>(3)</sup> 11/14/2012                     | Common Stock  | 12,000                     |
| Employee Stock Option (right of buy)       | \$ 25.01   | 03/30/2007                           |  | D                              | 11,750  | 09/20/2006 <sup>(4)</sup> 09/19/2013                     | Common Stock  | 11,750                     |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HEINEN ROGER J JR<br>14 OAK PARK<br>BEDFORD, MA 01730 |               | X         |         |       |

## Signatures

Roger J. Heinen                      03/30/2007  
 \_\_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) These securities of the reporting person were surrendered to the issuer for cancellation as the securities were originally issued pursuant to an invalidly granted option. In return, the issuer returned the original exercise price to the reporting person.
- (2) The option was fully vested and exercisable on the date of grant, May 22, 2006. It was surrendered to the issuer for cancellation as it was not validly granted.

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- (3) The option was fully vested and exercisable on the date of grant, November 15, 2005. It was surrendered to the issuer for cancellation as it was not validly granted.
- (4) The option was fully vested and exercisable on the date of grant, September 20, 2006. It was surrendered to the issuer for cancellation as it was not validly granted.

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

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