PROGRESS SOFTWARE CORP /MA

Reported by

KANE CHARLES FRANCIS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/20/08 for the Period Ending 10/15/08

Address	14 OAK PARK BEDFORD, MA 01730
Telephone	781-280-4473
CIK	0000876167
Symbol	PRGS
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	11/30

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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 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Kane Charles Francis (Last) (First) (Middle)	**PROGRESS SOFTWARE CORP /MA [PRGS]**	__ **X** __ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **10/15/2008**	
BEDFORD, MA 01730 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 (1)	**10/15/2008**		**A**		**3139** (1)	**A**	**$0** (1)	**12989** (2)	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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	Amount or Number of Shares				
Stock Options	**$19.51**	**10/15/2008**		**A**		**11864**		**10/15/2008** (3)	**10/14/2015**	**Common Stock**	**11864**	**$0**	**11864**	**D**	

Explanation of Responses:

(1) Represents deferred stock units acquired by reporting person pursuant to the Company's 2008 Stock Option and Incentive Plan that are payable on a 1 for 1 basis exclusively in common stock when reporting person ceases to provide services to the Company as a director. The deferred stock units are fully vested and non-forfeitable on day of grant.

(2) Includes a total of 12,989 deferred stock units acquired by reporting person pursuant to the Company's 2008 Stock Option and Incentive Plan that are payable on a 1 for 1 basis exclusively in stock when reporting person ceases to provide services to the Company as a director.

(3) The option is exercisable in full on the date of grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kane Charles Francis **C/O PROGRESS SOFTWARE CORPORATION** **14 OAK PARK DRIVE** **BEDFORD, MA 01730**	**X**			

Signatures

Stephen H. Faberman, Attorney-In-Fact — **10/17/2008**

** Signature of Reporting Person — 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 control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of James D. Freedman, Vice President and General Counsel of Progress Softw

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Form 144 Notice of

2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 i

3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 144, 3, 4 or

4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the be

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessa

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the under

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 15th day of July, 2008.

/s/ Charles F. Kane

_____

Signature

Charles F. Kane

_____

Print Name