

KRALL DAVID  
Form 4  
April 25, 2008

**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 \*  
**KRALL DAVID**

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 DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/24/2008**

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

(Street)  
**BEDFORD, MA 01730**

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

(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)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	04/24/2008		A	V	1,120 <sup>(2)</sup>	A	<u>2</u> 1,120 <sup>(3)</sup> 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)**

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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)
Nonqualified Stock Options	\$ 29.94	04/24/2008		A	25,000	04/24/2008 <sup>(4)</sup> 04/23/2015	Common Stock 2
Nonqualified Stock Options	\$ 29.94	04/24/2008		A	4,199	04/24/2008 <sup>(6)</sup> 04/23/2015	Common Stock 4

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRALL DAVID 14 OAK PARK DRIVE BEDFORD, MA 01730	X			

## Signatures

David A. Krall                      04/25/2008  
 \*\*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) Represents deferred stock units that are fully vested and non-forfeitable on day of grant.
- (2) 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 stock when reporting person ceases to provide services to the Company as a director.
- (3) Includes 1,120 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.
- (4) Three-sixtieths of the option vests on the date of grant, thereafter the option vests in equal monthly increments over a 57 month period commencing May 1, 2008.
- (5) As of April 24, 2008, options to purchase 1,249 shares were vested.
- (6) The option is exercisable in full on the date of grant.

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.