Kane Charles Francis Form 4 October 20, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Kane Charles Francis

Symbol

Issuer (Check all applicable)

PROGRESS SOFTWARE CORP

/MA [PRGS]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year) 10/15/2008

X_ Director 10% Owner

5. Relationship of Reporting Person(s) to

Officer (give title Other (specify

C/O PROGRESS SOFTWARE CORPORATION, 14 OAK PARK DRIVE

(First)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BEDFORD, MA 01730

(City) (State)

(Zip)

(Middle)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4) Price

Common Stock (1)

10/15/2008

Code V Amount 3,139 (1)

\$0 (1)

(D)

 $12,989^{(2)}$

D

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

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

(9-02)

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and A	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options	\$ 19.51	10/15/2008		A	11,864	10/15/2008(3)	10/14/2015	Common Stock	11,864

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kane Charles Francis
C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE
BEDFORD, MA 01730

Signatures

Stephen H. Faberman, Attorney-In-Fact

**Signature of Reporting Person Date

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).
- 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.
- Includes a total of 12,989 deferred stock units acquired by reporting person pursuant to the Company's 2008 Stock Option and Incentive
- (2) 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.

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.

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