PROGRESS SOFTWARE CORP /MA

Reported by

ALSOP JOSEPH WRIGHT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/10/01 for the Period Ending 12/31/00

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

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
/ / CHECK BOX IF NO

LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

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*
Alsop, Joseph Wright
(Last) (First) (Middle)
14 Oak Park
(Street)
Bedford MA 01730
(City) (State) (Zip)
USA

2. Issuer Name and Ticker or Trading Symbol
Progress Software Corporation PRGS

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year
12/31/00

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)
X Director ---- 10% Owner ----
X Officer (give title below) ---- Other (Specify below) ---
President and Director

7. Individual or Joint/Group Filing (Check applicable line)
X Form filed by one Reporting Person ----
Form filed by more than one Reporting Person ----

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	3/8/00	G	V	10,000	D			D	
Common Stock	12/22/00	M		20,300	A	$4.7084		D	
Common Stock	12/28/00	G	V	33,444	D		788,246	D	
Common Stock	12/28/00	G	V	7,272(1)	A		7,272	I	BY WIFE(2)

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

(Print or Type Response)

FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Options	$19.2500	2/18/00	A	V	10,200		3/1/00 (3)	2/18/10	Common Stock	10,200	
Nonqualified Stock Options	$19.2500	2/18/00	A	V	89,800		3/1/00 (5)	2/18/10	Common Stock	89,800	
Nonqualified Stock Options	$12.0625	10/6/00	A	V	150,000		10/6/00 (7)	10/6/10	Common Stock	150,000	
Incentive Stock Options	$4.7084	12/22/00	M			20,300	3/1/97 (9)	3/3/07	Common Stock	20,300	

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Incentive Stock Options	10,200(4)	D	
Nonqualified Stock Options	89,800(6)	D	
Nonqualified Stock Options	150,000(8)	D	
Incentive Stock Options	35,000(10)	D	

Explanation of Responses:

(1) Gift by Mr. Alsop to his wife. (2) Mr. Alsop disclaims beneficial ownership of such shares. (3) The options vest in equal monthly increments over a 60 month period commencing March 1, 2000. (4) On 12/31/00, options to purchase 1,700 shares were vested. (5) The options vest in equal monthly increments over a 60 month period commencing March 1, 2000. (6) On 12/31/00, options to purchase 14,967 shares were vested. (7) The options vest on the date of grant with respect to eight-sixtieths of the total amount, thereafter in equal monthly increments over a 52 month period commencing November 1, 2000. (8) On 12/31/00, options to purchase 25,000 shares were vested. (9) The option vests in equal monthly increments over a 60 month period commencing March 1, 1997. (10) On 12/31/00, 20,300 options were vested.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Joseph W. Alsop 1/9/01
**Signature of Reporting Person Date
/s/ Joseph W. Alsop

Note. File three copies of this form, one of which must be manually signed. If space provided 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.

End of Filing

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