

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			2. Issuer Name and Ticker or Trading Symbol Progress Software Corporation PRGS		6. Relationship of Reporting Person to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement for Month/Year 12/31/00	
14 Oak Park	(Street)	01730			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (Specify below)	
Bedford	MA				<input type="checkbox"/> President and Director	
(City)	(State)	(Zip)			5. If Amendment, Date of Original (Month/Year)	
USA					7. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form filed by one Reporting Person <input type="checkbox"/> 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
		Code V	Amount (A) or Price (D)			
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		
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.