

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

- Name and Address of Reporting Person  
 Robertson, Norman R.  
 14 Oak Park  
 Bedford, MA 01730  
 USA
- Issuer Name and Ticker or Trading Symbol  
 Progress Software Corporation  
 PRGS
- IRS or Social Security Number of Reporting Person (Voluntary)
- Statement for Month/Year  
 May 31, 2001
- If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Vice President, Finance and Chief Financial Officer
- 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock	5/2/01	M	2,000	A	\$4.7084			
Common Stock	5/2/01	S	2,000	D	\$14.8700			
Common Stock	5/7/01	M	200	A	\$4.7084			
Common Stock	5/7/01	S	200	D	\$14.8700			
Common Stock	5/17/01	M	2,800	A	\$4.7084			
Common Stock	5/17/01	S	2,800	D	\$14.8775	24,799 (1)	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Direct (D) or Indirect (I)	11. Nature of Beneficial Ownership
Nonqualified Stock Option	\$12.8125	4/3/01	A	50,000	4/3/01 to 4/2/11	Common Stock		50,000 (3)	D	
Nonqualified Stock Option	\$4.7084	5/2/01	M	2,000	3/3/97 to 3/3/07	Common Stock				
Nonqualified Stock Option	\$4.7084	5/7/01	M	200	3/3/97 to 3/3/07	Common Stock				
Nonqualified Stock Option	\$4.7084	5/17/01	M	2,800	3/3/97 to 3/3/07	Common Stock		16,622 (5)	D	

Explanation of Responses:  
 (1) Includes a purchase pursuant to the Employee Stock Purchase Plan on 4/2/01 of 1,790 shares.  
 (2) The options vest on the date of grant with respect to two-sixtieths of the total amount, thereafter in equal monthly increments over a 58 month period commencing May 1, 2001.  
 (3) On May 31, 2001, options to purchase 2,500 shares were vested.  
 (4) The options vest in equal monthly increments over a 60 month period commencing March 3, 1997.  
 (5) On May 31, 2001, options to purchase 9,138 shares were vested.

SIGNATURE OF REPORTING PERSON  
 /s/ Norman R. Robertson

DATE  
June 7, 2001