STATEMENT OF CHANGE			tion 16														
( ) Check this box				s 1(h)													
Form 4 or Form 5 obligations may continue. See Instructions 1(b).  1. Name and Address of Reporting Person																	
Alsop, Joseph Wright																	
14 Oak Park																	
•	Bedford, MA 01730																
	USA . Issuer Name and Ticker or Trading Symbol																
Progress Software Corporation																	
PRGS																	
3. IRS or Social Security Number of Reporting Person (Voluntary)																	
4. Statement for Month/Day/Year																	
December 31, 2002																	
5. If Amendment, Date of Original (Month/Day/Year)																	
6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other (specify below) CEO and Director																	
									7. Individual or Joint/Group Filing (Check Applicable Line)								
									<ul><li>(X) Form filed by One Reporting Person</li><li>( ) Form filed by More than One Reporting Person</li></ul>								
									( ) Total Filed by Note than one Reporting religin								
Table I Non-Der	ivativa Saguri	tios Asquiro	l Disposed of	f or Bon	oficiall	v. Ounod											
Table 1 Non-Der	ivative Securi	ties Acquiret	i, Disposed o	i, or bei	GITCTATT	y Owneu		i									
1. Title of Securit	y 2.  2A.		curities Acq			5.Amount of	6.Dir	7.Nature of Indirect									
	Trans- Exec-		Disposed of	f (D)			ect										
	action ution			1 4/1			(D)or										
			Amount	A/    D	Price		Indir										
	Date   Date	Code V	Alloure				1601(1)										
Common Chook	140/6/01	10 11/1000		15 1		14 004 044	l D										
Common Stock	12/6/0   2	G  V 828		D		1,084,244	D										
				 		 	I 	 									
Common Stock	12/6/0	G  V 828	(1)	D		12,968 (1)	I	By Wife (1)									
	2	1 11					1	I I .									
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Table II Deriva	itive Securitit	es Acquired,	Disposed of,	or Benef	ıcially	Owned		!									
1.Title of  2.Cor	ı-  3.  3A	.  4.  5	.Number of D	e  6.Date	Exer 7.	Title and Amount  8.	Price 9	.Number  10. 11.Nature of									

|Deemed|Trans-| rivative Secu |cisable and| of Underlying

red(A) or Dis |Date(Month/

|Expiration |

|Date |Expir|

|Day/Year)

A/IExer-lation|

| D |cisa-|Date |

|2(2) |2

|2 (2)|2

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Securities

of Shares

|8/2/0|8/1/1|Common Stock|229,000|

|8/2/0|8/1/1|Common Stock|21,000 |

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Title and Number

|action| rities Acqui

posed of(D)

Amount

|V|229,000

|V|21,000

of Deri|of Deriva

Securities

Owned Follow|ire|

|ing Reported|ct |

|229,000 (3) |D

|21,000 (4) |D

Benefi

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|action(s)

|vative |tive

Secu

|rity

|Dir|Indirect

|ect|Beneficial

|(D)|Ownership

or

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|(I)|

1 1

Explanation of Responses:

(1) Mr. Alsop disclaims beneficial ownership of such

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

shares.

(2) Six-sixtieths of the options vest on the date of grant, thereafter the options vest in equal monthly increments

Execu-

ution

|Year) |

|/Day/ |Code|V|

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III

|(Month/|(Month|

- 1

|Day/

|Year)

over a 54 month period commencing on

|version |Trans-

or Exer action

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|rity

Nonqualified |\$13.2400|8/2/02 |

Incentive sto|\$13.2400|8/2/02 |

|Price of

|Deriva-

9/1/02.

Derivative

stock options|

ck options

Security

(3) On 12/1/02, options to purchase 38,167 shares were

vested.

(4) On 12/1/02, options to purchase 3,500 shares were

vested.

SIGNATURE OF REPORTING PERSON

Joseph Wright Alsop /s/ Joseph W. Alsop

DATE

December , 2002