

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).

1. Name and Address of Reporting Person
 Alsoop, Joseph Wright
 14 Oak Park
 Bedford, MA 01730
 USA
2. 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/Year
 June 30, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director () 10% Owner Officer (give title below) () Other
 (specify below)
 CEO and Director
7. Individual or Joint/Group Filing (Check Applicable Line)
 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 | | | |
| Common Stock | 6/4/02 | M | 156,000 | A | \$5.5000 | | |
| Common Stock | 6/4/02 | M | 228,000 | A | \$5.5000 | | |
| Common Stock | 6/4/02 | M | 38,700 | A | \$5.1667 | | |
| Common Stock | 6/4/02 | M | 14,700 | A | \$4.7084 | | |
| Common Stock | 6/6/02 | G | 43,539 | D | | | |
| Common Stock | 6/6/02 | G | 8,175 (1) | A | | | BY WIFE (2) |

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 Beneficially Owned at End of Month | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|---------|--|--|--|---------------------------------|---|--------------------------------|---|
| | | | | | | | | | | |
| Nonqualified Stock Option | \$5.5000 | 6/4/02 | M | 156,000 | D 2/1/93 4/15/03 | Common Stock 156,000 | | 0 (4) | D | |
| Nonqualified Stock Option | \$5.5000 | 6/4/02 | M | 228,000 | D 2/1/93 4/15/03 | Common Stock 228,000 | | 0 (4) | D | |
| Incentive Stock Option | \$5.1667 | 6/4/02 | M | 38,700 | D 3/1/96 4/2/06 | Common Stock 38,700 | | 0 (4) | D | |
| Incentive Stock Option | \$4.7084 | 6/4/02 | M | 14,700 | D 3/1/97 3/3/07 | Common Stock 14,700 | | 0 (4) | D | |

Explanation of Responses:

- (1) Gift by Mr. Alsoop to his wife.
- (2) Mr. Alsoop disclaims beneficial ownership of such shares.
- (3) The option vests in equal monthly increments over a 48 month period commencing February 1, 1993.
- (4) All options were fully vested and exercised as of June 30, 2002.
- (5) The option vests in equal monthly increments over a 48 month period commencing February 1, 1992.
- (6) The option vests in equal monthly increments over a 60 month period commencing March 1, 1996, or sooner if accelerated vesting earnings per share goals are achieved.
- (7) The option vests in equal monthly increments over a 60 month period commencing March 1, 1997.

SIGNATURE OF REPORTING PERSON

/s/ Joseph W. Alsoop

DATE

