

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

Lepkowski, Robert J.
222 Sixteenth Street
Wilmette, IL 60091
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

01/31/1999

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)
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 I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	01/14/99	M	1,700	A \$11.25		
Common Stock	01/14/99	S	1,700	D \$33.75	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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Nonqualified Stock Option	\$11.25	01/14/99	M	1,700	02/01/92 - 04/22/02	Common Stock 1,700		3,300 (2)	D	

Explanation of Responses:

(1) The option vests in equal monthly increments over a 36 month period commencing February 1, 1992.

(2) On 01/31/99, options to purchase 3,300 shares were vested.

SIGNATURE OF REPORTING PERSON

Robert J. Lepkowski

DATE

02/02/1999