UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 4
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
O Tanana Nama and Misham an Mandina Cambal

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

1. Title of Security	Transaction or Disposed of (D)						5.Amount o Securiti Benefici	es e	6.Dir 7.Nature of Indirect ect Beneficial Ownership (D)or				
	 Date	 Code	 V	Amount		A/ D		Owned at End of M	'	ndir ct(I)			
Common Stock	01/14 99	l/ M	1,	700		A	\$11.25	 	1		I I		
Common Stock	01/1 99	!/ S 	1,	'00		D 	\$33.75	1,500	D I		 		
Table II Derivative	2.Con- 3	3. 4	1.	5.Number	of De	6.Da	te Exer 7	.Title and Am					11.Nature of
1.Title of Derivative Security	2.Con- 3	3. 4	1. ction	5.Number	of De e Secu	6.Da	te Exer 7			eri o	f Deriva	Dir	11.Nature of Indirect Beneficial
1.Title of Derivative Security	2.Con- 3 version 3 or Exer cise	3. 4	1. ction	5.Number rivative rities red(A)	of De e Secu Acqui or Dis	6.Da cisa Expi Date	te Exer 7 ble and ration (Month/	.Title and Am of Underlyin	g of D vati Secu	eri o ve t S	f Deriva ive ecurities	Dir ect (D)	Indirect
1.Title of Derivative Security	2.Con- 3 version 5 or Exer cise	3. 4	1. ction	5.Number rivative rities	of De e Secu Acqui or Dis f(D)	6.Da cisa Expi Date	te Exer 7 ble and ration (Month/ Year)	.Title and Am of Underlyin	g of D vati Secu	eri o ve t S B	f Deriva ive ecurities enefi	Dir ect (D) or	Indirect Beneficial
1.Title of Derivative Security	2.Con- 3 version 3 or Exer cise	3. 4	1. ction	5.Number rivative rities red(A)	of De e Secu Acqui or Dis f(D)	6.Da cisa Expi Date Day/	te Exer 7 ble and ration (Month/ Year)	.Title and Am of Underlyin	g of D vati Secu rity 	eri o ve t S B	f Deriva ive ecurities	Dir ect (D)	Indirect Beneficial
1.Title of Derivative Security	2.Con- 3 version 7 or Exer cise Price of Deriva- tive	3. 4 Pransac	1. ction	5.Number rivative rities red(A) posed o	of De e Secu Acqui or Dis f(D) A/	6.Da cisa Expi Date Day/ Date Exer	te Exer 7 ble and ration (Month/ Year) Expir - ation	.Title and Am of Underlyin Securities	g of D vati Secu rity 	eri o ve t S B f	f Deriva ive ecurities enefi icially	Dir ect (D) or Ind ire ct	Indirect Beneficial
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1.Title of Derivative Security	2.Con- 3 version 7 or Exer cise Price of Deriva- tive Secu- rity 1	3. 4 Transac 	1. ction	5.Number rivative rities red(A) posed o	of De e Secu Acqui or Dis f(D) A/ D	6.Da cisa Expi Date Day/ Date Exer cisa ble	te Exer[7] ble and ration (Month/ Year)	.Title and Am of Underlyin Securities	g of D vati Secu rity umber 	eri o ve t S B f O E M	f Deriva ive ecurities enefi icially wned at nd of	Dir ect (D) or Ind ire ct	Indirect Beneficial
1.Title of Derivative Security	2.Con- 3 version 7 or Exer cise Price of Deriva- tive Secu- rity 1	3. 4 Transac 	1. ction	5.Number rivativ. rities red(A) posed o	of De e Secu Acqui or Dis f(D) A/ D	6.Da cisa Expi Date Day/ Date Exer cisa ble	te Exer[7] ble and ration (Month/ Year)	.Title and Am of Underlyin Securities Title and N of Shares	g of D vati Secu rity umber 	eri o ve t S B f O E M	f Deriva ive ecurities enefi icially wned at nd of onth	Dir ect (D) or Ind ire ct	Indirect Beneficial
1.Title of Derivative Security	2.Con- 3 version 7 or Exer cise Price of Deriva- tive Secu- rity 1	3. 4 Pransac 	1. ction	5.Number rivativ. rities red(A) posed o	of De e Secu Acqui or Dis f (D)	6.Da cisa Expi Date Day/ Date Exer cisa ble	te Exer[7] ble and ration (Month/ Year) - ation Date	.Title and Am of Underlyin Securities Title and N of Shares	g of D vati Secu rity umber 	eri o ve t S B f O E M	f Deriva ive ecurities enefi icially wned at nd of onth	Dir ect (D) or Ind ire ct	Indirect Beneficial

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