

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  
 Frey, Eric D.  
 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  
 April 1997
5. If Amendment, Date of Original (Month/Year)  
 April 1997
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Vice President, Product Development
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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
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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) Amount	6. Date Exercisable and Expiration Date Date Exercisable Date	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. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Nonqualified Stock Option	\$14.125	03/03/97	A	V 17,700	A 03/03/97 (1)	03/03/07 Common Stock	17,700	17,700 (2)	D	
Incentive Stock Option	\$14.125	03/03/97	A	V 1,700	A 03/03/97 (1)	03/03/07 Common Stock	1,700	1,700 (3)	D	
Incentive Stock Option	\$14.125	03/03/97	A	V 1,000	A 02/01/02 (1)	03/03/07 Common Stock	1,000	1,000 (4)	I	By wife (5)

Explanation of Responses:  
 (1) Options vest in equal monthly increments over a 60 month period commencing March 1, 1997.  
 (2) On 4/4/97, options to purchase 590 shares were vested.  
 (3) On 4/4/97, options to purchase 57 shares were vested.  
 (4) On 4/4/97, options to purchase 33 shares were vested.  
 (5) Mr. Frey disclaims beneficial ownership of these securities.

SIGNATURE OF REPORTING PERSON  
 Eric D. Frey  
 DATE  
 July 7, 1997