

OMB APPROVAL	
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**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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>MARKS ARTHUR J</b>	2. Issuer Name and Ticker or Trading Symbol <b>PROGRESS SOFTWARE CORP /MA [ PRGS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <b>X</b> Other (specify below) <b>Former Director</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/24/2003</b>	
(Last) (First) (Middle)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street)		
(City) (State) (Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/24/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V	0	A	0	4,451	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Nonqualified Stock Options	7.1884	04/24/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V	0		12/31/1993 <sup>(2)</sup>	12/31/2003	Common Stock	60,000	\$7.1884	60,000 <sup>(3)</sup>	D	
Nonqualified Stock Options	12.0625	04/24/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V	0		10/06/2000 <sup>(4)</sup>	10/06/2010	Common Stock	10,000	\$12.0625	10,000	D	
Nonqualified Stock Options	12.8125	04/24/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V	0		04/03/2001 <sup>(5)</sup>	04/02/2011	Common Stock	5,000	\$12.8125	5,000	D	
Nonqualified Stock Options	13.084	04/24/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V	0		10/10/2001 <sup>(6)</sup>	10/09/2011	Common Stock	5,000	\$13.084	5,000	D	
Nonqualified Stock Options	13.24	04/24/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V	0		08/02/2002 <sup>(7)</sup>	08/01/2012	Common Stock	16,000	\$13.24	16,000	D	
Nonqualified Stock Options	15.07	04/24/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V	0		02/24/2003 <sup>(8)</sup>	02/23/2013	Common Stock	8,000	\$15.07	8,000	D	

**Explanation of Responses:**

- This report is being filed to note Mr. Marks' termination of insider status. Mr. Marks advised Progress Software Corporation that he did not intend to stand for reelection as director of the company. As a result, effective April 24, 2003, the expiration date of Mr. Marks' term as director, he is no longer subject to Section 16 of the Securities Exchange Act of 1934. The reported holdings reflect Mr. Marks' beneficial ownership as of April 24, 2003, the date of termination of service.
- The options vest in equal monthly increments over a 72 month period, commencing December 31, 1993.
- As of April 24, 2003, options to purchase 60,000 shares were vested.
- The options were fully vested and exercisable as of the date of grant, October 6, 2000.
- The options were fully vested and exercisable as of the date of grant, April 3, 2001.
- The options were fully vested and exercisable as of the date of grant, October 10, 2001.
- The options were fully vested and exercisable as of the date of grant, August 2, 2002.
- The options were fully vested and exercisable as of the date of grant, February 24, 2003.

Arthur J. Marks

07/07/2003

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.