

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check 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 1996

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

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

() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)
Vice President, Product Development

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)		5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	Price			

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)	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 Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership				
											Nonqualified Stock Option	\$15.50	04/02/96	A
Incentive Stock Option	\$15.50	04/02/96	A	V	30,900	A	03/01/96 (1)	04/01/06	Common Stock	30,900		30,900 (3)	D	

Explanation of Responses:

(1) Options vest in equal monthly increments over a 60 month period.

(2) On 4/30/96, options to purchase 137 shares were vested.

(3) On 4/30/96, options to purchase 1029 shares were vested.

SIGNATURE OF REPORTING PERSON

Eric D. Frey

DATE

06/07/96