

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
Benton, David H., Jr.
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
12/31/1999
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)
Vice President and Corporate Controller
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)		5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D			
Common Stock	12/28/99	M	2,000	A	\$11.5867		
Common Stock	12/28/99	S	2,000	D	\$55.0000	1,058	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. 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	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
Incentive Stock Option	\$11.5867	12/28/99	M	2,000	01/01/97 (1) 12/03/06	Common Stock 2,000		1,450 (2)	D	

Explanation of Responses:

(1) The options vest in equal monthly increments over a 60 month period commencing January 1, 1997, or sooner if accelerated vesting earnings per share goals are achieved.

(2) On 12/31/1999, options to purchase 1,450 shares were vested.

SIGNATURE OF REPORTING PERSON

David H. Benton, Jr.

DATE

01-05-2000