FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANG	GES IN BENE	FICIAL OWI	NERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Expires:	December 31, 2014								
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0.5

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*  ALSOP JOSEPH WRIGHT  (Last) (First) (Middle)			PR PR 3. D 05/	Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [ PRGS ]      Date of Earliest Transaction (Month/Day/Year) 05/15/2003									5. Relationship of Reportin (Check all applicable)  X Director  X Officer (give title below)  CEO and			g Person(s) to Issuer  10% Owner  Other (specify below)  d Director		Owner (specify			
(Street) (City)	<u>'</u>				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person										on					
		Tabl	e I - Nor	า-Deriv	ative	Sec	uritie	s Ac	quire	l, Di	spos	sed o	f, or	Ben	efici	ally	Owne	ed			
			2. Trans Date (Month/I	/Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		Cod	Transaction D Code (Instr. 5)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				4 and Securit Benefic		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Cod	v	Am	nount		A) or D)	Price	е	Transa	action(s) 3 and 4)			(111511. 4)
Common Stock			05/15	5/2003	/2003			S	$\top$	2	20,200		D	19	9.8	77	71,791	I	)		
Common Stock				05/15	5/2003				S		2	20,100		D 19		.76	76 751,691		D		
Common Stock 05				05/15	/2003				S		1	1,656(1)		D 19.31		.31	1,592(1)		I		By Son <sup>(1)</sup>
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of Derivative Conversion or Exercise Price of Derivative Security  (Instr. 3)  (I		Date,		ransaction of ode (Instr. Derivative		rative rities ired r osed )	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiratio				7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)  Amoun or Numbe of		ount	nt		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owi Fori Dire or II (I) (I	nership n: ct (D) ndirect nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

## **Explanation of Responses:**

1. Mr. Alsop disclaims beneficial ownership of such shares.

Joseph W. Alsop

05/19/2003

\*\* 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.