

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK 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, Section 17(a) of the
Public Utility Holding Company Act of 1935
or Section 30(f) of the Investment Company
Act of 1940

1. Name and Address of Reporting Person* Robertson, Norman R.			2. Issuer Name and Ticker or Trading Symbol Progress Software Corporation PRGS		6. Relationship of Reporting Person to Issuer (Check all applicable) Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement for Month/Year 12/31/2000	
14 Oak Park	(Street)	01730			5. If Amendment, Date of Original (Month/Year)	
Bedford	MA				6. Relationship of Reporting Person to Issuer (Check all applicable) X Officer (give title below) Vice President, Finance and CFO	
(City)	(State)	(Zip)			7. Individual or Joint/Group Filing (Check applicable line) X Form filed by one Reporting Person Form filed by more than one Reporting Person	
USA						

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Interest: Direct Beneficial Ownership (Instr. 4)
		Code V	Amount (A) or Price (D)			
Common Stock	02/18/00	J(1) V	40,000 A \$19.2500	23,009(1)	D	

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Over)

(Print or Type Response)

FORM 4 (CONTINUED)

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)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Incentive Stock Option	\$5.2100(2)	1/21/00	J(2)	V	2,745(2)		6/01/97 (3)	5/01/06	Common Stock	2,745(2)
Nonqualified Stock Option	\$4.7084(2)	1/21/00	J(2)	V	10,811(2)		3/01/97 (5)	3/03/07	Common Stock	10,811(2)
Incentive Stock Option	\$4.7084(2)	1/21/00	J(2)	V	184(2)		3/01/97 (5)	3/03/07	Common Stock	184(2)
Nonqualified Stock Option	\$6.5417(2)	1/21/00	J(2)	V	9,000(2)		1/01/98 (8)	12/22/07	Common Stock	9,000(2)
Nonqualified Stock Option	\$7.2084(2)	1/21/00	J(2)	V	36,100(2)		3/01/98 (10)	2/03/08	Common Stock	36,100(2)
Nonqualified Stock Option	\$12.8125(2)	1/21/00	J(2)	V	31,440(2)		3/01/99 (12)	2/10/09	Common Stock	31,440(2)
Nonqualified Stock Option	\$10.4688(2)	1/21/00	J(2)	V	6,667(2)		3/01/99 (12)	5/17/09	Common Stock	6,667(2)
Incentive Stock Option	\$19.2500	2/18/00	A	V	25,500		3/01/00 (15)	2/18/10	Common Stock	25,500
Nonqualified Stock Option	\$19.2500	2/18/00	A	V	14,500		3/01/00 (15)	2/18/10	Common Stock	14,500
Nonqualified Stock Option	\$12.0625	10/6/00	A	V	40,000		10/6/00 (18)	10/6/10	Common Stock	40,000

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Incentive Stock Option	5,490(4)	D	
Nonqualified Stock Option	21,622(6)	D	
Incentive Stock Option	368(7)	D	
Nonqualified Stock Option	18,000(9)	D	
Nonqualified Stock Option	72,200(11)	D	
Nonqualified Stock Option	62,880(13)	D	
Nonqualified Stock Option	13,334(14)	D	
Incentive Stock Option	25,500(16)	D	
Nonqualified Stock Option	14,500(17)	D	
Nonqualified Stock Option	40,000(19)	D	

Explanation of Responses:

(1) On December 17, 1999, the Company declared a 2-for-1 stock split effected in the form of a stock dividend payable to holders of record of common stock on January 7, 2000. On the payment date, January 21, 2000, each holder of the common stock of the Company received one additional share of common stock of the Company for every share held. Table 1 reflects an adjustment to the number of shares of common stock held by the reporting person as a result of the stock split, and also includes a purchase pursuant to the Employee Stock Purchase Plan on 4/3/00 of 2,499 shares. (2) On the payment date of January 21, 2000, pursuant to the anti-dilution provisions in the Company's stock option plans, each option granted by the Company prior to January 7, 2000 was adjusted to reflect the stock split effected in the form of a stock dividend. Each of the options reported herein were previously reported. The adjustments in Table II involve the price of each option, the number of shares underlying such options, and the number of derivative securities beneficially owned at the end of the

month. (3) The option vests in equal monthly increments over a 48 month period commencing June 1, 1997. (4) On 12/31/2000, options to purchase 5,490 shares were vested. (5) The option vests in equal monthly increments over a 60 month period commencing March 1, 1997. (6) On 12/31/2000 options to purchase 9,980 shares were vested. (7) On 12/31/2000, options to purchase 221 shares were vested. (8) The option vests in equal monthly increments over a 60 month period commencing January 1, 1998. (9) On 12/31/2000, options to purchase 6,000 shares were vested. (10) The option vests in equal monthly increments over a 60 month period commencing March 1, 1998. (11) On 12/31/2000, options to purchase 22,800 shares were vested. (12) The option vests in equal monthly increments over a 60 month period commencing March 1, 1999. (13) On 12/31/2000, options to purchase 22,348 shares were vested. (14) On 12/31/2000, options to purchase 3,200 shares were vested. (15) The option vests in equal monthly increments over a 60 month period commencing March 1, 2000. (16) On 12/31/2000, options to purchase 4,250 shares were vested. (17) On 12/31/2000, options to purchase 2,417 shares were vested. (18) The options vest on the date of grant with respect to eight-sixtieths of the total amount, thereafter in equal monthly installments over a 52 month period commencing 11/1/2000. (19) On 12/31/2000, options to purchase 6,666 shares were vested.

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

/s/ Norman R. Robertson 1/9/01

**Signature of Reporting Person Date
Norman R. Robertson

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

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