

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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
 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
 July 1997 (1)
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below) Other (specify below)
 Vice President, Product Development
7. Individual or Joint/Group Filing (Check Applicable Line)
 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	Price			
Common Stock	07/09/97	M	400	A	\$2.50		D	
Common Stock	07/09/97	M	10,100	A	\$13.50		D	
Common Stock	07/09/97	S	10,500	D	\$17.0357	0	D	
Common Stock	07/10/97	M	1,094	A	\$15.50		D	
Common Stock	07/10/97	M	3,234	A	\$13.50		D	
Common Stock	07/10/97	M	113	A	\$14.125		D	
Common Stock	07/10/97	M	1,180	A	\$14.125		D	
Common Stock	07/10/97	M	8,239	A	\$15.50		D	
Common Stock	07/10/97	S	13,860	D	\$16.8123	0	D	
Common Stock	07/14/97	M	642	A	\$13.50		I	by wife (2)
Common Stock	07/14/97	M	67	A	\$14.125		I	by wife (2)
Common Stock	07/14/97	S	709	D	\$16.375	0	I	by wife (2)

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	\$2.50	07/09/97	M	400	01/01/90 - 01/01/00	Common Stock 400		0	D	
Nonqualified Stock Option	\$13.50	07/09/97	M	10,100	08/21/96 - 08/01/06	Common Stock 10,100		0	D	
Incentive Stock Option	\$15.50	07/10/97	M	8,239	04/02/96 - 04/01/06	Common Stock 8,239		0	D	

Nonqualified Stock Option	\$15.50	07/10/97	M	1,094	D	04/02/96	04/01/06	Common Stock	1,094	0	D	
Nonqualified Stock Option	\$13.50	07/10/97	M	3,234	D	08/21/96	08/01/06	Common Stock	3,234	0	D	
Incentive Stock Option	\$14.125	07/10/97	M	113	D	03/03/97	03/03/07	Common Stock	113	0	D	
Nonqualified Stock Option	\$14.125	07/10/97	M	1,180	D	03/03/97	03/03/07	Common Stock	1,180	0	D	
Incentive Stock Option	\$13.50	07/14/97	M	642	D	08/21/96	08/01/06	Common Stock	642	0	I	by wife (2)
Incentive Stock Option	\$14.125	07/14/97	M	67	D	03/03/97	03/03/07	Common Stock	67	0	I	by wife (2)

Explanation of Responses:

(1) Mr Frey resigned his position as Vice President, Product Development, of Progress Software Corporation effective June 27, 1997.

(2) Mr Frey disclaims beneficial ownership of these securities.

SIGNATURE OF REPORTING PERSON

Eric D. Frey

DATE

August 4, 1997