

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
 Andrews, Joseph A.
 37 Buehler Road
 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 1997
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, Human Resources
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. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month A/D Price | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------------------|---|---|-------------------------------|--|
|----------------------|---------------------|---------------------|---|---|-------------------------------|--|

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) Amount | 6. Date Exercisable and Expiration Date A/Exercise Date | 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 Month | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|---------------------|--|--|--|---------------------------------|---|--------------------------------|---|
|---------------------------------|--|---------------------|---------------------|--|--|--|---------------------------------|---|--------------------------------|---|

| | | | | | | | | | | |
|------------------------|----------|----------|---|----------|----------------------|--------------|--------|-----------|--|--|
| Incentive Stock Option | \$14.125 | 03/03/97 | A | V 15,000 | A 3/3/97(1) 03/03/07 | Common Stock | 15,000 | 15,000(2) | | |
|------------------------|----------|----------|---|----------|----------------------|--------------|--------|-----------|--|--|

Explanation of Responses:
 (1) Options vest in equal monthly increments over a 48 month period commencing March 1, 1998.
 (2) On 4/4/97, options to purchase 0 shares were vested.

SIGNATURE OF REPORTING PERSON
 Joseph A. Andrews
 DATE
 April 9, 1997