

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

Rasiel, Amram
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/Day/Year

August 31, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)
Director

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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans	6. Dir ect Indir ect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock					410,000	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red (A) or Dis posed of (D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva tive Securities Benefi- cially Owned Follow- ing Reported Trans- action(s)	10. Dir ect Indir ect (I)	11. Nature of Indirect Beneficial Ownership
Nonqualified stock options	\$13.2400	8/2/02		A	V 16,000	A 8/2/02 (1) 8/1/12	Common Stock 16,000	16,000	16,000	D	

Explanation of Responses:

(1) The options were fully vested and exercisable as of the date of grant, August 2, 2002.

SIGNATURE OF REPORTING PERSON

Amram Rasiel
/s/ Amram Rasiel

DATE

December , 2002