

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SLIWKOWSKI PETER</u>  (Last) (First) (Middle) <u>14 OAK PARK</u>  (Street) <u>BEDFORD MA 01730</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/09/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>PROGRESS SOFTWARE CORP / MA [ PRGS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, ObjectStore</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,594	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Nonqualified Stock Option	03/01/1999 <sup>(1)</sup>	02/10/2009	Common Stock 25,707 <sup>(2)</sup>	12.8125	D	
Incentive Stock Option	03/01/2000 <sup>(3)</sup>	02/18/2010	Common Stock 7,100 <sup>(4)</sup>	19.25	D	
Nonqualified Stock Option	03/01/2000 <sup>(3)</sup>	02/18/2010	Common Stock 32,900 <sup>(5)</sup>	19.25	D	
Incentive Stock Option	10/06/2000 <sup>(6)</sup>	10/06/2010	Common Stock 100 <sup>(7)</sup>	12.0625	D	
Nonqualified Stock Option	10/06/2000 <sup>(6)</sup>	10/06/2010	Common Stock 19,900 <sup>(8)</sup>	12.0625	D	
Nonqualified Stock Option	05/01/2001 <sup>(9)</sup>	04/02/2011	Common Stock 50,000 <sup>(10)</sup>	12.8125	D	
Nonqualified Stock Option	11/01/2001 <sup>(11)</sup>	10/09/2011	Common Stock 50,000 <sup>(10)</sup>	13.084	D	
Nonqualified Stock Option	09/01/2002 <sup>(12)</sup>	08/01/2012	Common Stock 75,000 <sup>(13)</sup>	13.24	D	
Nonqualified Stock Option	03/01/2003 <sup>(14)</sup>	02/23/2013	Common Stock 37,500 <sup>(15)</sup>	15.07	D	
Nonqualified Stock Option	12/01/2003 <sup>(16)</sup>	11/10/2013	Common Stock 37,500 <sup>(15)</sup>	21.86	D	
Nonqualified Stock Option	06/01/2004 <sup>(17)</sup>	05/23/2014	Common Stock 25,000 <sup>(18)</sup>	18.15	D	

Explanation of Responses:

- The option vests in equal monthly increments over a sixty (60) month period, commencing March 1, 1999.
- On July 9, 2004, options to purchase all 25,707 shares were vested.
- The option vests in equal monthly increments over a sixty (60) month period, commencing March 1, 2000.
- On July 9, 2004, options to purchase 6,272 shares were vested.
- On July 9, 2004, options to purchase 29,062 shares were vested.
- The option vests on the date of the grant with respect to eight-sixtieths (8/60) of the total amount, thereafter in equal monthly increments over a fifty two (52) month period, commencing November 1, 2000.
- On July 9, 2004, options to purchase 88 shares were vested.
- On July 9, 2004, options to purchase 15,245 shares were vested.
- The option vests on the date of the grant with respect to two-sixtieths (2/60) of the total amount, thereafter in equal monthly increments over a fifty eight (58) month period, commencing May 1, 2001.
- On July 9, 2004, options to purchase 34,167 shares were vested.
- The option vests on the date of the grant with respect to eight-sixtieths (8/60) of the total amount, thereafter in equal monthly increments over a fifty two (52) month period, commencing November 1, 2001.
- The option vests on the date of the grant with respect to six-sixtieths (6/60) of the total amount, thereafter in equal monthly increments over a fifty four (54) month period, commencing September 1, 2002.
- On July 9, 2004, options to purchase 36,250 shares were vested.
- The option vests in equal monthly increments over a sixty (60) month period, commencing March 1, 2003.
- On July 9, 2004, options to purchase 10,625 shares were vested.
- The option vests on the date of the grant with respect to nine-sixtieths (9/60) of the total amount, thereafter in equal monthly increments over a fifty one (51) month period, commencing December 1, 2003.
- The option vests on the date of the grant with respect to three-sixtieths (3/60) of the total amount, thereafter in equal monthly increments over a fifty seven (57) month period, commencing June 1, 2004.
- On July 9, 2004, options to purchase 2,083 shares were vested.

Remarks:

Peter G. Sliwkowski

\*\* Signature of Reporting Person

07/16/2004

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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of James D. Freedman, Vice President and General Counsel of Progress Software (

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Form 144 Notice of Prop
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in acc
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 144, 3, 4 or 5 and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best in

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, (

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigne

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 19th day of July, 2004.

/s/ Peter Sliwowski\_\_\_\_\_

Signature

\_\_\_ Peter Sliwowski\_\_\_\_\_

Print Name