

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

Alsop, Joseph Wright
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

01/31/2000

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

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

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

President, Treasurer and 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. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	01/24/00	S	3,500	D	\$26.00	811,390 (1)	D	

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) Amount	A/ D	6. Date Exercisable and Expiration Date (Month/Day/Year)	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
Nonqualified Stock Option	\$5.5000 (2)	01-21-00	J (2)V	114,000 (2)	A	2/01/92 4/15/03	Common Stock 114,000 (2)		228,000 (2)	D	
Nonqualified Stock Option	\$5.5000 (2)	01-21-00	J (2)V	78,000 (2)	A	2/01/93 4/15/03	Common Stock 78,000 (2)		156,000 (2)	D	
Nonqualified Stock Option	\$7.1884 (2)	01-21-00	J (2)V	112,500 (2)	A	7/01/94 12/31/03	Common Stock 112,500 (2)		225,000 (2)	D	
Nonqualified Stock Option	\$5.6667 (2)	01-21-00	J (2)V	7,800 (2)	A	7/01/94 6/17/04	Common Stock 7,800 (2)		15,600 (2)	D	
Incentive Stock Option	\$7.2084 (2)	01-21-00	J (2)V	600 (2)	A	3/01/95 1/11/05	Common Stock 600 (2)		1,200 (2)	D	
Nonqualified Stock Option	\$7.2084 (2)	01-21-00	J (2)V	59,400 (2)	A	3/01/95 1/11/05	Common Stock 59,400 (2)		118,800 (2)	D	
Nonqualified Stock Option	\$7.2084 (2)	01-21-00	J (2)V	30,000 (2)	A	3/01/95 5/12/05	Common Stock 30,000 (2)		60,000 (2)	D	
Incentive Stock Option	\$5.1667 (2)	01-21-00	J (2)V	19,350 (2)	A	3/01/96 4/02/06	Common Stock 19,350 (2)		38,700 (2)	D	
Nonqualified Stock Option	\$5.1667 (2)	01-21-00	J (2)V	130,650 (2)	A	3/01/96 4/02/06	Common Stock 130,650 (2)		261,300 (2)	D	
Nonqualified Stock Option	\$5.1667 (2)	01-21-00	J (2)V	55,500 (2)	A	3/01/96 4/02/06	Common Stock 55,500 (2)		111,000 (2)	D	
Nonqualified Stock Option	\$4.7084 (2)	01-21-00	J (2)V	118,500 (2)	A	2/01/02 3/03/07	Common Stock 118,500 (2)		237,000 (2)	D	
Incentive Stock Option	\$4.7084 (2)	01-21-00	J (2)V	17,500 (2)	A	2/01/02 3/03/07	Common Stock 17,500 (2)		35,000 (2)	D	
Nonqualified Stock Option	\$7.2084 (2)	01-21-00	J (2)V	120,000 (2)	A	2/01/03 2/03/08	Common Stock 120,000 (2)		240,000 (2)	D	
Nonqualified Stock Option	\$9.0000 (2)	01-21-00	J (2)V	100,000 (2)	A	2/01/03 9/01/08	Common Stock 100,000 (2)		200,000 (2)	D	
Nonqualified Stock Option	\$9.0000 (2)	01-21-00	J (2)V	25,000 (2)	A	2/01/03 9/01/08	Common Stock 25,000 (2)		50,000 (2)	D	

Nonqualified Stock Option	\$12.8125	01-21	J	(2)V	123,600 (2)	A	2/01/04	2/10/09	Common Stock	123,600 (2)	247,200 (2)	D	
Incentive Stock Option	\$12.8125	01-21	J	(2)V	400 (2)	A	2/01/04	2/10/09	Common Stock	400 (2)	800 (2)	D	
Nonqualified Stock Option	\$10.4688	01-21	J	(2)V	31,000 (2)	A	2/01/04	5/17/09	Common Stock	31,000 (2)	62,000 (2)	D	
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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.

(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 month.

SIGNATURE OF REPORTING PERSON

Joseph W. Alsop

DATE

2/09/2000