

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G - AMENDMENT 2

(Name of Issuer)  
Progress Software Corporation

(Title of Class of Securities)  
Common Stock

(CUSIP Number)  
743312100

NAME OF REPORTING PERSON  
Private Capital Management, Inc.

I.R.S. IDENTIFICATION NO.  
59-2756929

MEMBER OF A GROUP?  
(b) X

PLACE OF ORGANIZATION  
Florida

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SOLE VOTING POWER 800  
SHARED VOTING POWER 0  
SOLE DISPOSITIVE POWER 800  
SHARED DISPOSITIVE POWER 1790700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1791500

PERCENT OF CLASS REPRESENTED BY AGGREGATE AMOUNT BENEFICIALLY  
OWNED  
15.2%

TYPE OF REPORTING PERSON  
IA

NAME OF REPORTING PERSON  
Bruce S. Sherman

I.R.S. IDENTIFICATION NO.  
###-##-####

MEMBER OF A GROUP?  
(b) X

CITIZENSHIP  
U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SOLE VOTING POWER 29800  
SHARED VOTING POWER 0  
SOLE DISPOSITIVE POWER 29800  
SHARED DISPOSITIVE POWER 2001400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2031200

AGGREGATE AMOUNT BENEFICIALLY OWNED EXCLUDES CERTAIN SHARES  
(yes)

PERCENT OF CLASS REPRESENTED BY AGGREGATE AMOUNT BENEFICIALLY  
OWNED  
17.3%

TYPE OF REPORTING PERSON  
IN

NAME OF REPORTING PERSON  
Michael J. Seaman

I.R.S. IDENTIFICATION NO.  
###-##-####

MEMBER OF A GROUP?

(b) X

CITIZENSHIP  
U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SOLE VOTING POWER 0  
SHARED VOTING POWER 5000  
SOLE DISPOSITIVE POWER 0  
SHARED DISPOSITIVE POWER 5000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5000

AGGREGATE AMOUNT BENEFICIALLY OWNED EXCLUDES CERTAIN SHARES  
(yes)

PERCENT OF CLASS REPRESENTED BY AGGREGATE AMOUNT BENEFICIALLY  
OWNED  
0.0%

TYPE OF REPORTING PERSON  
IN

NAME OF REPORTING PERSON  
Gregg J. Powers

I.R.S. IDENTIFICATION NO.  
###-##-####

MEMBER OF A GROUP?  
(b) X

CITIZENSHIP  
U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SOLE VOTING POWER 5000  
SHARED VOTING POWER 400  
SOLE DISPOSITIVE POWER 5000  
SHARED DISPOSITIVE POWER 400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5400

AGGREGATE AMOUNT BENEFICIALLY OWNED EXCLUDES CERTAIN SHARES  
(yes)

PERCENT OF CLASS REPRESENTED BY AGGREGATE AMOUNT BENEFICIALLY  
OWNED  
0.0%

TYPE OF REPORTING PERSON  
IN

NAME OF REPORTING PERSON  
SPS Partners, L.P.

I.R.S. IDENTIFICATION NO.  
65-0496234

MEMBER OF A GROUP?  
(b) X

PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SOLE VOTING POWER 0  
SHARED VOTING POWER 0  
SOLE DISPOSITIVE POWER 0  
SHARED DISPOSITIVE POWER 210700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
210700

PERCENT OF CLASS REPRESENTED BY AGGREGATE AMOUNT BENEFICIALLY OWNED  
1.7%

TYPE OF REPORTING PERSON  
IA

ITEMS 1 - 10 OF GENERAL INSTRUCTIONS

Item 1.

- (a) Name of Issuer: Progress Software Corporation
- (b) Address of Issuer: 14 Oak Park, Bedford, MA 01730

Item 2.

- (a) Name of Person Filing: See Exhibit 1
- (b) Address of Person Filing: 3003 Tamiami Trail N., Naples, FL 33940
- (c) Citizenship: See Exhibit 1
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 743312100

Item 3.

The reporting person is filing as an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940.

Item 4. Ownership

- (a) Amount Beneficially Owned: See Exhibit 1
- (b) Percent of Class: See Exhibit 1
- (c) Number of Shares as to which such person has:
  - (i) sole power to vote or to direct the vote:  
See Exhibit 1
  - (ii) shared power to vote or to direct the vote:  
See Exhibit 1
  - (iii) sole power to dispose or to direct the disposition of:  
See Exhibit 1
  - (iv) shared power to dispose or to direct the disposition of:  
See Exhibit 1

Item 5. Ownership of Five Percent or Less of Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another

Person: N/A

Item 7. Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent Holding

Company: N/A

Item 8. Identification and Classification of Members of the Group:

See Exhibit 1

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: See Exhibit 2

Signature: See Exhibit 2

Name/Title: See Exhibit 2

Exhibit 1

Item 2.

- (a) Name of Person Filing
  - 1) Private Capital Management, Inc.
  - 2) \*Bruce S. Sherman
  - 3) \*Michael J. Seaman
  - 4) \*Gregg J. Powers
  - 5) SPS Partners, L.P.

(c) Citizenship

- 1) Florida
- 2) U.S.

- 3) U.S.
- 4) U.S.
- 5) Maryland

Item 4.

(a) Amount Beneficially Owned

- 1) 1791500
- 2) 2031200
- 3) 5000
- 4) 5400
- 5) 210700

(b) Percent of Class

- 1) 15.2%
- 2) 17.3%
- 3) 0.0%
- 4) 0.0%
- 5) 1.7%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

- 1) 0
- 2) 29800
- 3) 5000
- 4) 5000
- 5) 0

(ii) shared power to vote or to direct the vote

- 1) 0
- 2) 0
- 3) 400
- 4) 0
- 5) 0

(iii) sole power to dispose or to direct the disposition of

- 1) 0
- 2) 29800
- 3) 5000
- 4) 5000
- 5) 0

(iv) shared power to dispose or to direct the disposition of

- 1) 1790700
- 2) 2001400
- 3) 400
- 4) 0
- 5) 210700

\*Bruce S. Sherman is President of Private Capital Management, Inc. ("PCM") and exercises shared dispositive power with respect to shares held by it on behalf of its clients. Mr. Sherman is also the Managing General Partner of SPS Partners, LP ("SPS") which act as the Investment Advisor for the Entrepreneurial Value Fund, L.P. ("EVF"), and exercises shared dispositive power with respect to those shares. Messrs. Seaman and Powers are employee of PCM or affiliates thereof and they (i) do not exercise sole or shared dispositive or voting powers with respect to shares held by PCM or SPS, (ii) disclaim beneficial ownership of shares held by Mr. Sherman, PCM and SPS, and (iii) disclaim, along with Mr. Sherman, the existence of a group.

Exhibit 2

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 1998

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Bruce S. Sherman  
President of Private Capital Management, Inc.

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Bruce S. Sherman  
Managing Director of SPS Partners, LLC

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Bruce S. Sherman  
Individually

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Michael J. Seaman  
Individually

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Gregg J. Powers  
Individually