

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
 Carpenter, Chadwick H. Jr.
 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
 August 1996
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)
 Senior Vice President, Corporate Development
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	5. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
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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	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership	
Non-Qualified Stock Option	\$15.50	04-02-96	J (1)	V	03-01-96	04-01-06	Common Stock	49,100	49,100 (2)	D	
Incentive Stock Option	\$15.50	04-02-96	J (1)	V	03-01-96	04-01-06	Common Stock	12,900	12,900 (3)	D	
Non-Qualified Stock Option	\$13.50	08-21-96	A	V	03-01-96	08-01-06	Common Stock	21,700	21,700 (5)	D	

Explanation of Responses:
 (1) The reported transaction involves an option which was created on 04-02-96, and which provided for vesting in equal monthly increments over a 60 month period. On 08-21-96, the option was amended such that the option will continue to vest in equal monthly increments over a 60 month period; but the vesting of the option may accelerate if certain financial performance criteria are met.
 (2) On 8-31-96 options to purchase 4909 shares were vested.
 (3) On 8-31-96, options to purchase 1290 shares were vested.
 (4) Options vest in equal monthly increments over a 60 month period; provided that the vesting of the option may accelerate if certain financial performance criteria are met.
 (5) On 8-31-96, options to purchase 2170 shares were vested.

SIGNATURE OF REPORTING PERSON
 Chadwick H. Jr. Carpenter
 DATE
 11-15-96