FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
OMB Number:	3235-0287										
Estimated average burden											
hours per response:	0.5										

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person*  COOPER LORNE						2. Issuer Name <b>and</b> Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [ PRGS ]									heck all ap Dire	olicable)		Issuer Owner r (specify
(Last) (First) (Middle) 14 OAK PARK							3. Date of Earliest Transaction (Month/Day/Year) 08/11/2003								A belo	w) ``	belo eerDirect Co	w)`
(Street) BEDFORD MA 01730  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									ne) X Forr Forr	ividual or Joint/Group Filing (Check Applicable  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 (Instr. 3)  2. Transac Date (Month/Da						Execution Date,			3. Transaction Disposed Of (D) (Instr. 3, 8)					d Secur Benef	icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	nt (A) or (D)		Price	Trans	action(s) 3 and 4)		(11150.4)
Common Stock 08/11/2							2003		S		500 D		<b>\$19</b>	.1 2	2,457(1)			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	ution Date, T		of (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio (Month/D	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Date Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)  Amour or Numbe of Title Shares		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	

## Explanation of Responses:

1. Includes purchases made pursuant to the Employee Stock Purchase Plan of 1,436 shares on April 1, 2003 and 566 shares on July 1, 2003.

## Remarks:

Lorne J. Cooper

08/11/2003

\*\* Signature of Reporting Person

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 4 (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.