Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 December 31, Expires: 2014

Estimated average burden hours per 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Form: Direct (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3) Amount (Instr. 4) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) Owned Following Reported Transaction(s) (Instr. 4) Owned Following Reported Transaction(s) (Instr. 4) Owned Following Reported Transaction Securities Acquired Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Owned Following Reported Transaction Date (Month/Day/Year) Ownership Form: Direct (D) or Indirect (D) or Indirec	induction 1(b).						or Section 30(h) of the Investment Company Act of 1940											esponse:		0.5	
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 5/01/2003 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check Applica Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed b	. 3					PRO	PROGRESS SOFTWARE CORP /MA [(Che	Check all applicable) X Director			10% Ow		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (M	(Last)	(Firs	st) (I		1													ресіту			
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Date (Month/Day/Year) Fransaction Code (Instr. 8) Disposed Of (D) (Instr. 3, 4 and 5) Securities Seneficially Owned Following Reported Code (Instr. 8) Price Transaction(S) (Instr. 3 and 4) Price Code (Instr. 4) Code V Amount Code (Instr. 8) Amount Code (Instr. 4) Price Code (Instr. 4) Code V Amount Code (Instr. 6) Code (Inst			Tab	le I - Nor	n-Deriv	ative	Secu	rities Ac	quire	d, Di	sp	osed of,	, or B	Bene	ficially	Owned					
Common Stock Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4)	1. Title of Se	ecurity (Instr.	3)		Date		Exe r) if ar	cution Date, Y	Trai							Securities Beneficial Owned Fo	i Ily	Form: (D) or	Direct III Indirect E str. 4) C	. Nature of ndirect Seneficial Ownership	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) L. Title of Derivative Security Securities Acquired (A) or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) Securities Securities Securities Securities Securities Securities Securities Securities Securities Security Securities Security Secu		Date (Mont							Cod	e V		Amount	(A)) or)	Price	rice Transaction(s)				(111311.4)	
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security Securit	Common Stock 05/0				05/01	/2003			M			30,000		A	6.2292	2 30,000		D			
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	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	Date,	Transac Code (Ir	tion constraint (f erivative ecurities cquired A) or isposed f (D) (Instr.	Expira	tion Da	ate	of Securities Underlying Derivative Se (Instr. 3 and 4		Security I 4) Amount	Derivative Security (Instr. 5) Beneficia Owned Following Reported Transact		e s ally g	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Date

01/03/1995(1)

(D)

30,000

Expiration

01/01/2005

Title

Stock

Explanation of Responses:

6.2292

Nonqualified

Stock Options

- 1. The Options vest in equal monthly increments over a 72 month period, commencing January 3, 1995.
- 2. As of May 2, 2003, options to purchase 30,000 shares were vested.

05/01/2003

/s/ Larry R. Harris

05/05/2003

30,000⁽²⁾

D

** Signature of Reporting Person

of Shares

30,000

\$6.2292

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).

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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.