

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

() Form 3 Holdings Reported
() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Reidy, Richard D.
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

November 30, 1997

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)

Vice President, Product Development

7. Individual or Joint/Group Reporting (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. Transaction Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/ 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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership

Nonqualified Stock Option (1) \$16.2500 | 07-24-97 | A | 70,000 | A | 08-01-97 | 07-01-97 | Common Stock | 70,000 | | | 119,400 (2) | D |

Explanation of Responses:

(1) Options vest in equal monthly increments over a 60 month period.
(2) At November 30, 1997, options to purchase 20,133 shares of Common Stock were exercisable.

SIGNATURE OF REPORTING PERSON

Richard D. Reidy

DATE

January 14, 1998