Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

0.00540	
.C. 20549	OMB APPROVAL

OMB Number: 3235-028
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0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* BENTON DAVID H JR (Last) (First) (Middle) 14 OAK PARK					PF 3.	Issuer Name and Ticker or Trading Symbol PROGRESS SOFTWARE CORP /MA [PRGS] 3. Date of Earliest Transaction (Month/Day/Year) 09/19/2003										eck all appli Direct X Office below	cable) or (give title	-	10% Ov Other (s below) Controller	vner pecify	
(Street) BEDFOR			01730 (Zip)		Line											ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - No	n-Deri	vativ	e Se	curit	ties A	cqı	uired,	Dis	posed o	of, or	r Ber	neficial	ly Owned	t				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transa Code (1 8)		4. Securiti Disposed				Benefic Owned	es ially Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
										Code	v	Amount	((A) or (D)	Price	Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)					
Common	Stock			09/1	9/200	3				M		200		A	\$5.79	34 8	098		D		
Common	Stock			09/1	9/200	3				S		200		D	\$21.	7 7	898		D		
Common	Stock			09/2	3/200	3				M		2,700		A	\$5.79	34 10	,598	598 D			
Common	Stock			09/2	3/200	3				S		2,700		D	\$21.7	7 8,5	560(1)	D			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction	3A. Deem Execution if any (Month/Da	(e.g.,		cal	5. N of Deri		6. I	optio	ercisa		7. Ti Amo		rities)	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia	8	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership	
,	Derivative Security		`		,,,,,,		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)						Deri	Derivative Sec (Instr. 3 and 4)			Owned Following Reported Transaction (Instr. 4)	,	or Indirect (I) (Instr. 4)	(Instr. 4)	
					Code	v	(A)	(D)	Da: Ex	ite ercisab		Expiration Date	Title	•	Amount or Number of Shares						
Incentive Stock Options	\$5.7934	09/19/2003			M			200	01/	/01/1997	7(2)	12/03/2006		nmon ock	200	\$5.7934	2,700	3)	D		

01/01/1997(2)

Explanation of Responses:

\$5.7934

- 1. Includes a purchase made pursuant to the Employee Stock Purchase Plan of 662 shares on July 1, 2003.
- $2. \ The \ options \ vests \ in \ equal \ monthly \ increments \ over \ a \ 60 \ month \ period, \ commencing \ January \ 1, \ 1997.$
- 3. As of September 19, 2003, options to purchase 2,700 shares were vested.

09/23/2003

Remarks:

Incentive

Stock

Options

<u>David H. Benton, Jr.</u> <u>09/23/2003</u>

2,700

\$5.7934

0

D

Common

Stock

12/03/2006

** 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).

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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.

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