

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).

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  
 April 1996
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Senior Vice President, Corporate Development

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. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	Price			

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. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership			
											Amount	Price	
Nonqualified Stock Option	\$15.50	04/02/96	A	V	49,100	A	03/01/96 (1)	04/01/96	Common stock	49,100	49,100 (2)	D	
Incentive Stock Option	\$15.50	04/02/96	A	V	12,900	A	03/01/96 (1)	04/01/96	Common stock	12,900	12,900 (3)	D	

Explanation of Responses:  
 (1) Options vest in equal monthly increments over a 60 month period.  
 (2) On 4/30/96, options to purchase 430 shares were vested.  
 (3) On 4/30/96, options to purchase 1636 shares were vested.  
 SIGNATURE OF REPORTING PERSON  
 Chadwick H. Jr. Carpenter  
 DATE  
 06/07/96