

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this 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  
 McGregor, Scott A.  
 21421 Saratoga Hills Road  
 Saratoga, CA 95070  
 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  
 August 1998
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)  
 Director
7. Individual or Joint/Group Filing (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) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	08/03/98	P	2,500	\$20.125	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) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Number of Shares of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Nonqualified Stock Options	\$14.416 (2)	07/13/98	J (2)	10,000	04/01/98 - 02/03/98	Common Stock	30,000	30,000 (2)	D	

Explanation of Responses:  
 (1) On June 17, 1998, the Company declared a 3-for-2 stock split effected in the form of a stock dividend payable to holders of record of common stock on June 29, 1998. On the payment date, July 13, 1998, each holder of the common stock of the Company received one additional share of common stock of the Company for every two shares held. Table I reflects an adjustment to the number of shares of common stock held by the reporting person as a result of the stock split.  
 (2) On the payment date of July 13, 1998 pursuant to the anti-dilution provisions in the Company's stock option plans, each option granted by the Company prior to June 29, 1998, was adjusted to reflect the stock split effected in the form of stock dividend. Each of the options reported herein were previously reported. The adjustments in Table II involve the price of each option, the number of shares underlying such options, and the number of derivative securities beneficially owned at the end of month.

SIGNATURE OF REPORTING PERSON  
 Scott A. McGregor  
 DATE  
 September 8, 1998