

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
 Ireland, David G.
 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
 12/31/01
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 and General Manager, Field Operations
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. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock	12/26/01	M	200	A	\$6.0000			
Common Stock	12/26/01	S	200	D	\$18.2500	4,476	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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
				Amount	A/D	Exercisable Date	Expiration Date					
Nonqualified Stock Option	\$13.0840	10/10/01	A	75,000	A	10/10/01	10/9/11	Common Stock	75,000	75,000 (2)	D	
Nonqualified Stock Option	\$6.0000	12/26/01	M	200	D	10/2/98	9/1/07	Common Stock	200	33,982 (4)	D	

Explanation of Responses:
 (1) The options vest on the date of grant with respect to eight-sixtieths of the total amount, thereafter in equal monthly increments over a 52 month period commencing November 1, 2001.
 (2) On December 31, 2001 options to purchase 12,500 shares were vested.
 (3) The options vest in equal monthly increments over a 48 month period beginning October 2, 1998.
 (4) On December 31, 2001 options to purchase 20,186 shares were vested.

SIGNATURE OF REPORTING PERSON
 /s/ David G. Ireland
 DATE
 January 4, 2002