

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

Flaherty, Lynne I.
 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)
 Vice President, Enterprise Support Services

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	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	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership				
											Amount	Price	Year	
Nonqualified Stock Option	\$15.50	04/02/96	A	V	11,650	A	03/01/96 (1)	04/01/06	Common Stock	11,650		11,650 (2)	D	
Incentive Stock Option	\$15.50	04/02/96	A	V	8,350	A	03/01/96 (1)	04/01/06	Common Stock	8,350		8,350 (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 388 shares were vested.

(3) On 4/30/96, options to purchase 279 shares were vested.

SIGNATURE OF REPORTING PERSON

Lynne I. Flaherty

DATE

06/07/96