

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
 Bergantino, Jennifer J.
 11 Upland Road
 Arlington, MA 02174
 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
 November 1996
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, Product Marketing and Planning
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) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
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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) Amount	6. Date Exercisable and Expiration Date Date	7. Title and Amount of Underlying Securities Title and Number of Shares	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
Non-Qualified Stock Option	\$17.00	11-04-96	D	34,688	12-01-03 (1)	06-17-04	Common Stock	34,688	(3)	0 (3)
Incentive Stock Option	\$21.625	11-04-96	D	16,000	05-01-05 (2)	05-12-05	Common Stock	16,000	(3)	0 (3) D

Explanation of Responses:

- (1) Exercisable in full on 12-01-03 or earlier in accordance with performance-based vesting conditions.
- (2) Exercisable in full on 05-01-05 or earlier in accordance with performance-based vesting conditions.
- (3) Pursuant to a letter agreement dated November 4, 1996 between the reporting person and the issuer, these options have been forfeited by the reporting person in exchange for the accelerated guaranteed payment to the reporting person by the issuer on or before January 1, 1997 of a portion of a formula-based bonus, the payment and amount of which is dependent upon the issuer's corporate results for the 1996 fiscal year.

SIGNATURE OF REPORTING PERSON

Jennifer J. Bergantino

DATE

11-15-96