

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  
 Freedman, James Daniel  
 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  
 August 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 and General Counsel
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. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/ 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. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Incentive Stock Option	\$15.50	04-02-96	J (1)		03-01-96 (1)	04-01-06 Common Stock	10,000	10,000 (2)	D	
Non-Qualified Stock Option	\$13.50	08-21-96	A	3,500	03-01-96 (3)	08-01-06 Common Stock	3,500	3,500 (4)	D	

Explanation of Responses:  
 (1) The reported transaction involves an option which was granted on 04-02-96, and which provided for vesting in equal monthly increments over a 60 month period. On 08-21-96 the option was amended such that the option will continue to vest in equal monthly increments over a 60 month period; but the vesting of the option may accelerate if certain financial performance criteria are met.  
 (2) On 8-31-96 options to purchase 999 shares were vested.  
 (3) Options vest in equal monthly increments over a 60 month period; provided that the vesting of the option may accelerate if certain financial performance criteria are met.  
 (4) On 8-31-96 options to purchase 350 shares were vested.  
 SIGNATURE OF REPORTING PERSON  
 James D. Freedman  
 DATE  
 11-15-96