
FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK BOX IF NO
LONGER SUBJECT TO
SECTION 16. FORM 4
OR FORM 5 OBLIGATIONS
MAY CONTINUE. SEE
INSTRUCTION 1(b).

Filed pursuant to Section 16(a) of the Securities
Exchange Act of 1934, Section 17(a) of the
Public Utility Holding Company Act of 1935
or Section 30(f) of the Investment Company
Act of 1940

| | | | | | | |
|--|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person to Issuer (Check all applicable) | |
| IRELAND | DAVID | G. | PROGRESS SOFTWARE CORPORATION PRGS | | Director 10% Owner | |
| (Last) | (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | | 4. Statement for Month/Year | |
| 14 OAK PARK | | | | | 07/31/00 | |
| (Street) | (City) | (State) | | | 5. If Amendment, Date of Original (Month/Year) | |
| BEDFORD | MA | 01730 | | | VICE PRESIDENT AND GENERAL MANAGER FIELD OPERATIONS | |
| (City) | (State) | (Zip) | | | 7. Individual or Joint/Group Filing (Check applicable line) | |
| | | | | | X Form filed by one Reporting Person | |
| | | | | | Form filed by more than one Reporting Person | |

USA TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|---------------------|---|---|--|---|
| COMMON STOCK | 7/12/00 | M | 8,000 A \$ 6.00 | | | |
| COMMON STOCK | 7/12/00 | S | 8,000 D \$17.00 | | | |
| COMMON STOCK | 7/14/00 | M | 1,000 A \$ 6.00 | | | |
| COMMON STOCK | 7/14/00 | S | 1,000 D \$17.00 | 3,398 | D | |

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(Print or Type Response)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|---|--|---|---------------------|---|--|-----|---|-----------------|--|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| INCENTIVE STOCK OPTION | \$6.00 | 7/12/00 | M | | 8,000 | | 10/1/98(1) | 9/2/07 | COMMON STOCK | 8,000 |
| NONQUALIFIED STOCK OPTION | \$6.00 | 7/14/00 | M | | 1,000 | | 10/1/98(1) | 9/2/07 | COMMON STOCK | 1,000 |

| 1. Title of Derivative Security (Instr. 3) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|
| INCENTIVE STOCK OPTION | 42,020(2) | D | |
| NONQUALIFIED STOCK OPTION | 45,082(3) | D | |

Explanation of Responses:

- (1) The Option vests in equal monthly increments over a 48 month period commencing October 1, 1998.
- (2) On 7/31/2000, options to purchase 639 shares were vested.
- (3) On 7/31/2000, options to purchase 5,226 shares were vested.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ David G. Ireland 8-9-00
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **Signature of Reporting Person Date