

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).

- Name and Address of Reporting Person
 O'Connor, Gregory J.
 14 Oak Park
 Bedford, MA 01730
- Issuer Name and Ticker or Trading Symbol
 Progress Software Corporation
 PRGS
- IRS or Social Security Number of Reporting Person (Voluntary)
- Statement for Month/Year
 01/31/02
- If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 President, Sonic Software Corporation (wholly owned subsidiary of Progress Software Corporation)
- 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. Transaction 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	01/02/02	M	750	A	\$4.7084			
Common Stock	01/02/02	S	750	D	\$17.6520			
Common Stock	01/03/02	M	1,500	A	\$4.7084			
Common Stock	01/03/02	S	1,500	D	\$18.2500			
Common Stock	01/11/02	S	426	D	\$19.0700	1,726	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. Transaction 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	Price						
Incentive Stock Option	\$4.7084	01/02/02	M	750	D	3/1/97 (1)	3/3/07	Common Stock	750	150 (2)	D	
Nonqualified Stock Option	\$4.7084	01/03/02	M	1,500	D	3/1/97 (3)	3/3/07	Common Stock	1,500	250 (4)	D	

Explanation of Responses:
 (1) The options vest in equal monthly increments over a 60 month period commencing 03/01/97.
 (2) On January 31, 2002, no options to purchase shares were vested.
 (3) The options vest in equal monthly increments over a 60 month period commencing 03/01/97.
 (4) On January 31, 2002, no options to purchase shares were vested.

SIGNATURE OF REPORTING PERSON
 /s/ Gregory J. O'Connor
 DATE
 February 6, 2002