

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

Robertson, Norman R.
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

12/31/01

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, Finance and Chief Financial Officer

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. Direct (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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Date Acquired or Disposed of (Month/Day/Year)	11. Nature of Indirect or Beneficial Ownership
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Nonqualified Stock Option	\$13.0840	10/10/01	A	50,000	10/10/01 (11/1)	Common Stock	50,000	50,000 (2)		D
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Explanation of Responses:

(1) The options vest on the date of grant with respect to eight-sixtieths of the total grant amount, thereafter in equal monthly increments over a 52 month period commencing November 1, 2001.

(2) On December 31, 2001, options to purchase 8,333 shares were vested.

SIGNATURE OF REPORTING PERSON

/s/ Norman R. Robertson

DATE

January , 2002