

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  
 Benton, David H., Jr.  
 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  
 June 30, 2001
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 Corporate Controller
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. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------|---|-----|--|-------------------------------|--|
|                      |                     |         | Amount  | A/D |  |                               |  |
| Common Stock         | 6/20/01             | M       | 2,000   | A   | \$4.7084   |                               |  |
| Common Stock         | 6/20/01             | S       | 2,000   | D   | \$17.2875  |                               |  |
| Common Stock         | 6/20/01             | M       | 1,000   | A   | \$4.5000   |                               |  |
| Common Stock         | 6/20/01             | S       | 1,000   | D   | \$17.2875  | 4,483 (1)                     | 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 (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. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|---------|--|--|--|---------------------------------|---|--------------------------------|---|
|                                 |  |                     |         |  |  |  |                                 |   |                                |   |
| Nonqualified Stock Option       | \$12.8125  | 4/3/01              | A       | 25,000   | 4/1/01 to 4/2/11 (2)                                     | Common Stock                                 | 25,000                          | 25,000 (3)  | D                              |   |
| Incentive Stock Option          | \$4.7084   | 6/20/01             | M       | 2,000  | 3/3/97 to 3/3/07 (4)                                     | Common Stock                                 | 2,000                           | 6,000 (5)   | D                              |   |
| Incentive Stock Option          | \$4.5000   | 6/20/01             | M       | 1,000  | 4/1/96 to 4/1/06 (6)                                     | Common Stock                                 | 1,000                           | 0   | D                              |   |

Explanation of Responses:  
 (1) Includes purchases pursuant to the Employee Stock Purchase Plan: 65 shares on December 31, 2001 and 115 shares on March 31, 2001.  
 (2) The options vest on the date of grant with respect to two-sixtieths of the total amount, thereafter in equal monthly increments over a 58 month period commencing May 1, 2001.  
 (3) On 6/30/2001, options to purchase 1,667 shares were vested.  
 (4) Options vest in equal monthly increments over a 60 month period commencing March 3, 1997.  
 (5) On 6/30/2001, options to purchase 4,400 shares were vested.  
 (6) Options vest in equal monthly increments over a 60 month period commencing April 1, 1996, providing that the vesting of the option may accelerate if certain financial performance criteria are met.

SIGNATURE OF REPORTING PERSON

/s/ David H. Benton, Jr.  
DATE  
July 5, 2001