

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  
 Cooper, Lorne  
 14 Oak Park Drive  
 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)  
 President, NuSphere Corporation (wholly-owned subsidiary of Progress Software Corporation)
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 Price			
Common Stock					504 (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
Incentive Stock Option	\$13.0840	10/10/01	A	20,000	10/10/01 (11/2)	Common Stock 20,000		20,000 (3)	D	

Explanation of Responses:  
 (1) Includes a purchase pursuant to the Employee Stock Purchase Plan (ESPP) of 504 shares on 7/2/01.  
 (2) The option vests as of the date of grant with respect to eight-sixtieths of the total grant amount, thereafter in equal monthly increments over 52 months commencing November 1, 2001.  
 (3) As of December 31, 2001, options to purchase 1,481 shares were vested.

SIGNATURE OF REPORTING PERSON  
 /s/ Lorne J. Cooper  
 DATE  
 January 3, 2002