

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

( ) Form 3 Holdings Reported  
 (X) Form 4 Transactions Reported

1. Name and Address of Reporting Person

Marks, Arthur J.  
 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

November 30, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)

Director

7. Individual or Joint/Group Reporting (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	A/D	Price	5. Amount of Securities Beneficially Owned at End of Year	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	A/D	6. Date Exercisable and Expiration Date (Month/Day/Year) Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Nonqualified Stock Option	\$12.0625	10/6/00	A(1)	10,000	A	10/6/00 (2/10)	Common Stock 10,000		10,000	D	
Nonqualified Stock Option	\$12.8125	4/3/01	A	5,000	A	4/3/01 (3/1)	Common Stock 5,000		5,000	D	
Nonqualified Stock Option	\$13.0840	10/10/01	A	5,000	A	10/10/01 (11/4)	Common Stock 5,000		5,000	D	

Explanation of Responses:

- (1) The option should have been reported on a Form 5 for the fiscal year ending November 30, 2000 or otherwise on a voluntary basis by filing a Form 4 prior to the Form 5 filing deadline.
- (2) The option is fully vested and exercisable as of the date of grant, October 6, 2000.
- (3) The option is fully vested and exercisable as of the date of grant, April 3, 2001.
- (4) The option is fully vested and exercisable as of the date of grant, October 10, 2001.

SIGNATURE OF REPORTING PERSON

/s/ Arthur Marks

DATE

January 4, 2002