

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

Alsop, Joseph Wright  
 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)

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4. Statement for Month/Year

January 1996

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

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

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

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)			5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock	1/15/96	M4	22,764	A	\$5.00		D	
Common Stock	1/15/96	M4	1,571	A	\$5.00		D	
Common Stock	1/15/96	M4	26,665	A	\$5.00		D	
Common Stock	1/15/96	J4(1)	1,571	D				
Common Stock	5/16/96	G(2)	6,557	D		702,872	D	
Common Stock	5/16/96	G(2)	6,557(3)	A		6,557	I(4)	By wife

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 Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Incentive Stock Option	\$5.00	1/15/96	M	22,764	D	1/24/91 - 1/24/96	Common Stock	22,764		D
Incentive Stock Option	\$5.00	1/15/96	M	1,571	D	1/24/91 - 1/24/96	Common Stock	1,571		D
Incentive Stock Option	\$5.00	1/15/96	M	26,665	D	1/24/91 - 1/24/96	Common Stock	26,665	405,200(5)	D

Explanation of Responses:

(1) The reporting person transferred 1,571 shares of Common Stock to his ex-wife pursuant to a domestic relations order.

(2) Gift by reporting person to his wife.

(3) This gift of 6,557 shares of Common Stock was included as part of a gift of 28,827 shares of Common Stock to several family members of the reporting person reported on the reporting person's Form 4 for May 1996.

(4) The reporting person disclaims beneficial ownership of these shares.

(5) At November 30, 1996, options to purchase 216,395 shares of Common Stock were exercisable.

SIGNATURE OF REPORTING PERSON

Joseph W. Alsop