

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
 McGregor, Scott A.
 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
 02/29/2000
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director () 10% Owner () Officer (give title below) () Other
 (specify below)
 Director
7. Individual or Joint/Group Filing (Check Applicable Line)
 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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month A/D Price	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	02/14/00	P	500	A \$20.00	I	BY FAMILY TRUST (2)
					I	BY DAUGHTER (3)
				12,000 (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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date A/D	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 Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Nonqualified Stock Option	\$7.2084 (4)	01/21/00	J (4)	30,000 (4)	A 3/1/98 2/03/08 (5)	Common Stock 30,000 (4)		60,000 (4)	D	
Nonqualified Stock Option	\$12.1875 (4)	01/21/00	J (4)	5,000 (4)	A 7/1/99 6/17/09	Common Stock 5,000 (4)		10,000 (4)	D	

Explanation of Responses:

(1) On December 17, 1999, the Company declared a 2-for-1 stock split effected in the form of a stock dividend payable to holders of record of common stock on January 7, 2000. On the payment date, January 21, 2000, each holder of the common stock of the Company received one additional share of common stock of the Company for every share held. Table 1 reflects an adjustment to the number of shares of common stock held by the reporting person as a result of the stock split.

(2) These shares are held in a trust for the benefit of the reporting person and the reporting person's children. The reporting person's spouse is trustee of the trust.

(3) These shares are held in a custodial account for the benefit of the reporting person's minor child. The reporting person is custodian of the account.

(4) On the payment date of January 21, 2000, pursuant to the anti-dilution provisions in the Company's stock option plans, each option granted by the Company prior to January 7, 2000, was adjusted to reflect the stock split effected in the form of a stock dividend. Each of the options reported herein were previously reported. The adjustments in Table II involve the price of each option, the number of shares underlying such options, and the number of derivative securities beneficially owned at the end of month.

(5) The options vest in equal monthly increments over a 72 month period commencing March 1, 1998. (6) On 2/29/2000, options to purchase 20,000 shares were vested.

SIGNATURE OF REPORTING PERSON
 Scott A. McGregor
 DATE
 03-03-2000