

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
 Miller, Mary B.
 20 Strawberry Lane
 N. Reading, MA 01864
 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
 August 1996
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)
 Principal Accounting Officer
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) 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
----------------------	---------------------	---------	---	---	---------------------------------	--

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	6. Date Exercisable and Expiration Date A/Exercise 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 Month	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Incentive Stock Option	\$15.50	04-02-96	H (1)	6,000	D 03-01-96 (1)	04-01-06 Common Stock	6,000	0		
Incentive Stock Option	\$13.50	04-02-96	A	6,000	A 03-01-96 (2)	04-01-06 Common Stock	6,000	6,000 (3)	D	
Incentive Stock Option	\$13.50	08-21-96	A	2,500	A 03-01-96 (4)	08-01-06 Common Stock	2,500	2,500 (5)	D	

Explanation of Responses:

- (1) Cancellation of option in connection with grant of replacement option.
- (2) The reported transaction involved the repricing and the amendment of the vesting terms of an existing option which provided for vesting in equal monthly increments over a 60 month period. On 8-21-96 the replacement option was repriced from \$15.50 to \$13.50, and the vesting terms were amended such that vesting will continue to occur in equal monthly increments over a 60 month period; but the vesting of the option may accelerate if certain financial performance criteria are met.
- (3) On 8-31-96 options to purchase 600 shares were vested.
- (4) Options vest in equal monthly increments over a 60 month period; provided that the vesting of the option may accelerate if certain financial performance criteria are met.
- (5) On 8-31-96 options to purchase 250 shares were vested.

SIGNATURE OF REPORTING PERSON
 Mary B. Miller
 DATE
 11-15-96