

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK BOX IF NO  
LONGER SUBJECT TO  
SECTION 16. FORM 4  
OR FORM 5 OBLIGATIONS  
MAY CONTINUE. SEE  
INSTRUCTION 1(b).

Filed pursuant to Section 16(a) of the Securities  
Exchange Act of 1934, Section 17(a) of the  
Public Utility Holding Company Act of 1935  
or Section 30(f) of the Investment Company  
Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
Reidy, Richard, D.			Progress Software Corporation PRGS		Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement for Month/Year	
14 Oak Park					12/31/00	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Bedford	MA				Vice President, Product Development	
(City)	(State)	(Zip)			7. Individual or Joint/Group Filing (Check applicable line)	
USA					X Form filed by one Reporting Person	

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Interest: direct, Beneficial Ownership (Instr. 4)
Common Stock				2,799(1)	D	

\*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).  
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(Print or Type Response)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Non-Qualified Stock Options	\$12.0265	10/6/00	A	V	25,000		10/6/00(2)	10/06/10	Common Stock	25,000

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Options	25,000(3)	D	

Explanation of Responses:

- (1) Includes purchase pursuant to the Employee Stock Purchase Plan on July 3, 2000 of 208 shares.
- (2) The options vest on the date of grant with respect to eight-sixtieths of the total amount, thereafter in equal monthly increments over a 52 month period commencing November 1, 2000.
- (3) As of 12/31/00, options to purchase 4,166 shares were vested.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Richard D. Reidy 1/9/01  
 \*\*Signature of Reporting Person Date  
 Richard D. Reidy

Note. File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.