

PROGRESS SOFTWARE CORP /MA

Form 4

January 09, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

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
 Alsoop, 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)
4. Statement for Month/Year
 12/31/01
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)
 Chief Executive Officer and Director
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)			5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D	Price	
Common Stock	12/19/01	S	2,000	D	\$18.20	
Common Stock	12/21/01	S	3,500	D	\$17.6453	
Common Stock	12/21/01	S	1,500	D	\$17.6453	
Common Stock	12/21/01	S	2,500	D	\$17.6453	
Common Stock	12/24/01	S	7,500	D	\$17.8933	
Common Stock	12/28/01	S	3,000	D	\$17.85	
Common Stock	12/28/01	S	2,500	D	\$17.85	

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Common Stock	12/28/01	S		2,500	D	\$17.7584		
Common Stock	12/31/01	G	V	32,035	D		731,211	
Common Stock	12/31/01	G	V	5,621 (1)	A		12,893	

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)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
Nonqualified Stock Options	\$12.8125	4/3/01	A	100,000	4/3/01 (3) 4/2/11	Common Stock 100,000	
Nonqualified Stock Options	\$12.8125	4/3/01	A	25,000	4/3/01 (3) 4/2/11	Common Stock 25,000	
Nonqualified Stock Options	\$13.0840	10/10/01	A	75,000	10/10/01 (11) 10/9/16	Common Stock 75,000	
Nonqualified Stock Options	\$13.0840	10/10/01	A	50,000	10/10/01 (11) 10/9/16	Common Stock 50,000	

Explanation of Responses:

(1) Gift by Mr. Alsop to his wife. (2) Mr. Alsop disclaims beneficial ownership of such shares. (3) The options vest on the date of grant with respect to two-sixtieths of the total amount, thereafter in equal monthly increments over a 58 month period commencing May 1, 2001. (4) On 12/31/01, options to purchase 16,667 shares were vested. (5) On 12/31/01, options to purchase 4,167 shares were vested. (6) 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, 2001. (7) On 12/31/01, options to purchase 12,500 shares were vested. (8) On 12/31/01, options to purchase 8,333 shares were vested.

SIGNATURE OF REPORTING PERSON

/s/ Joseph W. Alsop

DATE

January 9, 2002