

PROGRESS SOFTWARE CORP /MA

Form 4

April 24, 2003

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  
 Benton, David H., Jr.  
 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/Day/Year  
 April 23, 2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Vice President and Corporate Controller
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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Trans(s)
				Amount	A/ D	Price	
Common Stock	4/23/03		M	3,000	A	\$4.7084	
Common Stock	4/23/03		S	3,000	D	\$18.90	7,898 (1)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version Price of Deriva- tive Secu- rity	3. Trans- action (Month/ Day/	3A. Deemed Execu- tion (Month/ Day/	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer cisable and Expiration Date (Month/ Day/Year) Date Expir ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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	(Year)	(Year)								
Incentive Stock Options	\$4.7084	4/23/03	M	3,000	D	3/3/97	3/3/03	Common Stock	3,000	\$4.7084
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Explanation of Responses:

(1) Includes a purchase made pursuant to the Employee Stock Purchase Plan (ESPP) of 1,318 shares on April 1, 2003.

(2) The options vest in equal monthly increments over a 60 month period commencing March 1, 1997.

SIGNATURE OF REPORTING PERSON

David H., Jr. Benton

/s/ David H. Benton, Jr.

DATE

April 24, 2003