

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

Robertson, Norman R.
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)

Senior Vice President, Finance and Chief Financial 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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	4/23/03		M	10,000	A	\$4.7084	
Common Stock	4/23/03		S	10,000	D	\$18.82	2,841 (1)

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

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action Date	3A. Deemed Execu- tion Date	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)																	
Nonqualified		\$4.7084		4/23/03		M		10,000		D		3/3/9		3/3/0		Common Stock		10,000		\$4.
Stock Options												7	(2)		7					

Explanation of Responses:

(1) Includes a purchase made pursuant to the Employee Stock Purchase Plan (ESPP) of 2,003 shares on April 1, 2003.

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

(3) As of April 24, 2003, options to purchase 1,622 shares were vested.

SIGNATURE OF REPORTING PERSON

Norman R. Robertson

/s/ Norman R. Robertson

DATE

April 24, 2003