PROGRESS SOFTWARE CORP /MA
Form 4
January 03, 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
   Ireland, David G.
   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
   August 31, 2002
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)
   President, the Progress Company
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	2A. Execution Date	3. Transaction Code	V	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock								6,310 (1)

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

1.Title of Derivative Security	2.Conversion or Exercise Price of Derivative Security	3. Transaction (Month/Day/Year)	3A. Deemed Execution (Month/Day/Year)	4. Transaction Code	V	5.Number of Derivative Securities Acquired(A) or Disposed of(D) Amount	A/D	6.Date Exercisable and Expiration Date(Month/Day/Year) Date Exercisable	Expiration Date	7.Title and Amount of Underlying Securities Title	and Number of Shares	8.P of vat Sec rit
Nonqualified	$13.2400	8/2/02		A	V	143,800	A	8/2/0	8/1/1	Common Stock	143,800	

stock options								2 (2)	2		
Incentive stock options	$13.2400	8/2/02		A	V	6,200	A	8/2/02 (2)	8/1/12	Common Stock	6,200

Explanation of Responses:
(1) Includes purchases made pursuant to the Employee Stock Purchase Plan (ESPP) of 1,833 shares on April 1, 2002 and 1 share on October 1, 2002.
(2) Six-sixtieths of the options vest on the date of grant, therafter the options vest in equal monthly increments over a 54 month period commencing on 9/1/02.
(3) On 12/1/02, options to purchase 23,967 shares were vested.
(4) On 12/1/02, options to purchase 1,033 shares were vested.

SIGNATURE OF REPORTING PERSON
David G. Ireland
/s/ David G. Ireland
DATE
December   , 2002