

PROGRESS SOFTWARE CORP /MA

Form 4

April 08, 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
 March 31, 2002
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)
 CEO 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. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month Price |
|----------------------|---------------------|---------------------|---|---|
| Common Stock | 03/20/02 | S | 15,000 | D \$17.3053 |
| Common Stock | 03/20/02 | S | 5,000 | D \$17.2500 |
| Common Stock | 03/21/02 | S | 10,000 | D \$17.7000 |
| Common Stock | 03/21/02 | S | 10,000 | D \$17.9500 691,211 |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction | 4. Transaction | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying Securities | 8. Percentage of Total |
|---------------------------------|---------------------------|----------------|----------------|---|------------------------------------|--|------------------------|
|---------------------------------|---------------------------|----------------|----------------|---|------------------------------------|--|------------------------|

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| Price of | Derivative | Security | Date | Code | V | Amount | red(A) or Disposed of(D) | Date (Month/Day/Year) | Expiration Date | Title and Number of Shares | Securit |
|----------|------------|----------|------|------|---|--------|--------------------------|-----------------------|-----------------|----------------------------|---------|
| | | | | | | | | | | | |

Explanation of Responses:
SIGNATURE OF REPORTING PERSON
/s/ Joseph W. Alsop
DATE
April 8, 2002