

## PROGRESS SOFTWARE CORP /MA

Form 4

January 02, 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

Reidy, Richard D.

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)

Senior Vice President, Products

## 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)
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Common Stock							12,387 (1)
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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 (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	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) A/ D	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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Nonqualified	\$13.2400	8/2/02		A	V 88,800	A	8/2/08/1/1	Common Stock 88,800
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[illegible]

(1) Includes purchases made pursuant to the Employee Stock Purchase Plan (ESPP) of 1,182 shares on April 1, 2002, 519 shares on July 1, 2002, and 147 shares on October 1, 2002.

(2) Six-sixtieths of the options vest on the date of grant, thereafter 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 14,800 shares were vested.

(4) On 12/1/02, option to purchase 1,867 shares were vested.

SIGNATURE OF REPORTING PERSON

Richard D. Reidy

/s/ Richard D. Reidy

DATE \_\_\_\_\_

December , 2002