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PROGRESS SOFTWARE CORP /MA

Form 4

August 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
 Cooper, Lorne
 14 Oak Park Drive
 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
 07/31/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 President, NuSphere Corporation (wholly-owned subsidiary of Progress Software Corporation)
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 | 7/9/02 | S | 1,000 | \$15.14945 |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. Payment of Underlying Securities of |
|---------------------------------|--|---------------------|---------------------|--|--|--|---|
|---------------------------------|--|---------------------|---------------------|--|--|--|---|

| | | | | | | | | | |

Explanation of Responses:

(1) Includes purchases made pursuant to the Employee Stock Purchase Plan (ESPP) of 504 shares on 10/1/01, 532 shares on 1/2/02, 994 shares on 4/1/02, and 532 shares on 7/1/02, of which 1,000 shares were sold on the transaction date.

SIGNATURE OF REPORTING PERSON

/s/ Lorne J. Cooper

DATE

August 7, 2002