

PROGRESS SOFTWARE CORP /MA

Form 4

April 18, 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  
 April 18, 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, 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)
Common Stock	4/16/03		M	10,000	A	\$4.7084	
Common Stock	4/16/03		S	10,000	D	\$18.20	
Common Stock	4/17/03		M	3,300	A	\$4.7084	
Common Stock	4/17/03		S	3,300	D	\$18.99	2,444 (1)

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

1. Title of Derivative Security	2. Con- version or Exer	3. Trans- action	3A. Deemed	4. Trans- action	5. Number of De rivative Secu rities Acqui	6. Date Exer cisable and Expiration	7. Title and Amount of Underlying Securities	8. P of vat
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Instrument	Exercise Price	Grant Date	Expiration Date	Code	Amount	Disposed of (D)	Exercise Date	Title and Number of Shares	Securities
Incentive Stock Options	\$4.7084	4/16/03		M	10,000	D	3/3/97 (2)	Common Stock	10,000
Nonqualified Stock Options	\$4.7084	4/17/03		M	3,300	D	3/3/97 (2)	Common Stock	3,300

Explanation of Responses:

- (1) Includes a purchase made pursuant to the Employee Stock Purchase Plan (ESPP) of 1,905 shares on April 1, 2003.
- (2) The options vest in equal monthly increments over a 60 month period commencing March 3, 1997.
- (3) As of April 16, 2003, options to purchase 2,375 shares were vested.
- (4) As of April 17, 2003, options to purchase 825 shares were vested.

SIGNATURE OF REPORTING PERSON

Richard D. Reidy  
/s/ Richard D. Reidy

DATE

April 18, 2003