

PROGRESS SOFTWARE CORP /MA

Form 5

January 14, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

(X) Form 4 Transactions Reported

1. Name and Address of Reporting Person

Marks, Arthur J.

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

November 30, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)

Director

7. Individual or Joint/Group Reporting (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. Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Year
			Amount A/ D Price	

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
				Amount A/ D	Month/Day/Year	Title and Number of Shares	

Nonqualified Stock Option	\$12.0625	10/6/00	A4 (1)	10,000	A	10/6/00 (2)	10/9/10	Common Stock	10,000
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)													
Nonqualified Stock Option		\$12.8125		4/3/01		A		5,000		A		4/3/01		4/2/11		Common Stock		5,000	
				1								1 (3)		1					
Nonqualified Stock Option		\$13.0840		10/10/01		A		5,000		A		10/10/01		10/9/11		Common Stock		5,000	
												4)							

Explanation of Responses:

(1) The option should have been reported on a Form 5 for the fiscal year ending November 30, 2000 or otherwise on a voluntary basis by filing a Form 4 prior to the Form 5 filing deadline.

(2) The option is fully vested and exercisable as of the date of grant, October 6, 2000.

(3) The option is fully vested and exercisable as of the date of grant, April 3, 2001.

(4) The option is fully vested and exercisable as of the date of grant, October 10, 2001.

SIGNATURE OF REPORTING PERSON

/s/ Arthur Marks

DATE

January 4, 2002