

January 02, 2003

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

3. IRS or Social Security Number of Reporting Person (Voluntary)

- August 31, 2002

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

- (specify below)

President, PeerDirect Corporation (wholly-owned subsidiary of Progress Software Corporation)

- () Form filed by More than One Reporting Person

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)
----------------------	-----------------------------	----------------------------	-----------------------------	--	---------	-------	--

[illegible]

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

Edgar Filing: COOPER LORNE - Form 4

Incentive stock options	\$13.24	00	8/2/02			A	V 10,000	A	8/2/0	8/1/1	Common Stock 10,000	
									2 (2) 2			

Explanation of Responses:

(1) Includes a purchase pursuant to the Employee Stock Purchase Plan (ESPP) of 393 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 1,667 shares were vested.

SIGNATURE OF REPORTING PERSON

Lorne Cooper

/s/ Lorne Cooper

DATE

December , 2002