OMB APPROVAL |----

|OMB Number 3235-

|Expires: September

|Estimated ave.

|hours per |1.Name and Address of Reporting Person\* |2.Issuer Name and Ticker or Trading Symbol |6.Relationship of Reporting Person to | Issuer (Check all Applicable) 10% Owner | X Director (First) (MI)|3.IRS or Soc. Sec. No. |4.Statement for Month/ | X Officer Other | of Reporting Person | Year |---(give title below) ---(Specify below)| | 1163 Shrewsbury Ave. | (Voluntary) 12/31/1996 Chairman of Board, CEO Preside | nt |-----| (Street) |5.If Amendment, Date of |7. Individual or Joint/Group Filing ###-##-### | Original (Month/Year) | (Check Applicable Line) Shrewsbury NJ 07702-4321| | X Form filed by One Reporting Person | Form filed by More than One |--- Reporting Person (City) (State) (Zip) TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned |1.Title of Security |2.Transac- |3.Trans. |4.Security Acquired (A) or |5.Amount of |6. |7.Nature of Indirectl | Securities | Own. | Beneficial (Instr. 3) | tion Date | Code | Disposed of (D) |(Mon/Day/Yr)|(Instr.8)| (Instr. 3, 4 & 5) | Beneficially |Form| Ownership | Owned at End of | (D) | (Instr. 4) |-----| Issuer's 1 or | | (A) | | Fiscal Year |(I) | | Amount |(D) | Price | (Instr. 3 & 4) | | <C> <C> <C> <C> <C> <S> | 02/07/1996 | M | 11250 | A | \$.2400| |Common Stock 1 1 ----| | 12/19/1996 | G | 700 | D | \$7.5000| 139266 |Common Stock I D I

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(7-96) *If the for	rm is filed by more t	han one report	ing person,	, see Instruction	4 (b)	(v).			
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1 OF 2 									

FORM 5 (con	ntinued) TAE							ned																					
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Explanation of Responses:

- (01) Options vest immediately (02) Options vest six months after date of grant
- (03) Options vest in equal installments annually over five years

\*\*Intentional misstatements or omissions of facts constitute Federal 04/16/1997

/s/Roger Paradis

Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\*Signature of Reporting Person

Date

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. (7 - 96)

SEC 2270

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMD Number

Paradis, Roger field

Programmer's Paradise, Inc.

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