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U.S. SECURITIES AND EXCHANGED COMMISSION

FORM 5

Washington, D.C. 20549

OMB APPROVAL

Check this box if
0362
[] no longer Subject
30,1998
to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-

Expires: September

Estimated ave. burden

hours per

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[] Form 3 Holdings Rep.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act 1940

[] Form 4 Trans. Rep.

1.Name and Address of Reporting Person* | 2.Issuer Name and Ticker or Trading Symbol | 6.Relationship of Reporting Person to

Largiader Jeff | Programmer's Paradise, Inc. (PROG) |
Director 10% Owner

(Last) (First) (MI) | 3.IRS or Soc. Sec. No. | 4.Statement for Month/ | X Officer Other
of Reporting Person | Year | --- (give title below) --- (Specify

1163 Shrewsbury Ave.

12/31/1996

Vice President Marketing

(Street)

5.If Amendment, Date of | 7. Individual or Joint/Group Filing

Shrewsbury NJ 07702-4321

Original (Month/Year) | (Check Applicable Line)

X Form filed by One Reporting

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.Transaction Date | 3.Transaction Code | 4.Security Acquired (A) or | 5.Amount of | 6. | 7.Nature of
Indirect | (Instr. 3) | (Mon/Day/Yr) | (Instr.8) | Disposed of (D) | Securities | Own. | Beneficial
Beneficially | Form | Ownership
Owned at End of | (D) | (Instr. 4)
Issuer's | or |
Fiscal Year | (I) |
Amount | (D) | Price | (Instr. 3 & 4) |

<S> <C> <C> <C> <C> <C> <C> <C> <C> <C>
Common Stock | | | | | | \$.0000 | 2000 | D |

Reminder: Report on a separate line for each class securities owned directly or indirectly.

SEC 2270 (7-96)

*If the form is filed by more than one reporting person, see Instruction 4 (b) (v).

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FORM 5 (continued)

TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned
(e.g., puts, calls, warrants, options, convertible security)

1. Title of 11. Nature	2. Conversion or Exercise Date	3. Date (Mon/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative (Instr. 5)	9. Number of Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership (Dir. or (D) or Ind. or (I)
<S> Employee S	<C> \$.2400	<C>	<C>	<C>	<C> 09/27	<C> 09/27 Common Sto	<C> 28000	<C> 28000	<C> D

Stock Option						1992	2001	ck						
in														
							(01)							
Employee S	\$.2400					02/01	02/01	Common Sto	3375			3375	D	
Stock Option						1994	2003	ck						
in														
							(02)							
Employee S	\$.6700					02/01	02/01	Common Sto	7500			7500	D	
Stock Option						1995	2004	ck						
in														
							(02)							
Employee S	\$4.0000					04/21	04/21	Common Sto	7875			7875	D	
Stock Option						1996	2005	ck						
in														
							(02)							
Employee S	\$5.8750	01/22	A	13300		01/22	01/22	Common Sto	13300	\$5.8750		13300	D	
Stock Option		1996				1996	2006	ck						
in														
							(03)							

Explanation of Responses:

- (01) Options vest over 30 months
- (02) Options vest in equal installments annually over five years
- (03) Options vest immediately

**Intentional misstatements or omissions of facts constitute Federal
04/16/1997
Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Jeff Largiader

**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.

SEC 2270 (7-96)

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

Largiader, Jeff n

Programmer's Paradise, Inc.

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