```
<TABLE>
<CAPTION>
- ---------------                 U.S. SECURITIES AND EXCHANGED COMMISION        --------------------
--------
|F  O  R  M   5|                        Washington, D.C. 20549                   |      OMB APPROVAL
|
- ---------------                                                                |------------------
-------|
    Check this box if          ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP    |OMB Number      3235-
0362|
[ ] no longer Subject                                                            |Expires: September
30,1998|
    to Section 16.                                                               |Estimated ave. burden
|
                                                                                 |hours per
response.....1.0|
[ ] Form 3 Holdings Rep.    Filed pursuant to Section 16(a) of the Securities Exchanged Act of 1934,   -----------------------
----
                         Section 17(a) of the Public Utility Holding Company Act of 1935 or
[ ] Form 4 Trans. Rep.              Section 30(f) of the Investment Company Act 1940
- -------------------------------------------------------------------------------------------------------
---------
|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)
|
|Popolo          Joseph       V |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
below)|
|   1163 Shrewsbury Ave.                  | (Voluntary)          |                      |
|                                        |                      |  12/31/1996          |
|                                        |                      |                      |   Executive Vice President
|
|----------------------------------------|                      |------------------------------------------
-----|
|     (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
Indirect|
| (Instr. 3)                | tion Date | Code    | Disposed of (D)              | Securities     |Own.| Beneficial
|                           |(Mon/Day/Yr)|(Instr.8)|  (Instr. 3, 4 & 5)          | Beneficially   |Form| Ownership
|                           |           |         |                             | Owned at End of|(D) | (Instr. 4)
|                           |           |         |-----------------------------| Issuer's       |or  |
|                           |           |         |                   |(A) |    | Fiscal Year    |(I) |
|                           |           |         |   Amount    |(D) | Price | (Instr. 3 & 4) |    |
|---------------------------|-----------|---------|---------------|----|--------|----------------|----|--------------
------|
 <S>                        <C>          <C>       <C>              <C>  <C>      <C>               <C>  <C>
|Common Stock               | 11/08/1996 |  I      |    3626.64    | A | $6.2500|    3626.64       | I |Through 401K pl
|                           |            |         |               |   |   (01) |                 |   |an
|---------------------------|-----------|---------|---------------|----|--------|----------------|----|--------------
------|
|                           |           |         |               |    |        |                |    |
|                           |           |         |               |    |        |                |    |
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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).

</TABLE>

<TABLE>
<CAPTION>
FORM 5 (continued)   TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned
                          (e.g., puts, calls, warrants, options, convertible security)

1.Title of Derivative Security (Instr. 3)	2.Conver-sion or Exercise Price of Deriva-tive Security	3. Trans Date (Mon/ Day/ Year)	4.Tran- saction Code (Instr.8)	5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6.Date Exercisable and Expiration Date (Month/Day/ Year)		7.Title and Amount of Underlying Securities (Instr. 3 & 4)		8.Price of Derivative Security (Instr. 5)	9.Number of Securities Benefi-cially Owned at End of Year (Instr. 4)	10. Own. of Benefi-cial Sec. Dir.(D) or Ind.(I)	11.Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Employee Stock Optio	$1.0000					12/15 1995	12/15 2004	Common Stock	75000		75000	D	

Title	Price	Date	Code	Amount		Date	Date	Security	Amount	Price	Amount	D/I
								(02)				
Employee Stock Option	$.6700					04/21 1996	04/21 2005	Common Stock	11250		11250	D
								(03)				
Employee Stock Option	$5.8750	01/22 1996	A	19100		01/22 1996	01/22 2006	Common Stock	19100	$5.8750	19100	D
								(04)				

Employee Stock Option	$.6700					04/21 1996	04/21 2005	Common Stock	11250		11250	D

Employee Stock Option	$5.8750	01/22 1996	A	19100		01/22 1996	01/22 2006	Common Stock	19100	$5.8750	19100	D

								(02)				
								(03)				
Employee Stock Option	$.6700					04/21 1996	04/21 2005	Common Stock	11250		11250	D

| | | | | | | | | | | | | |
|
- --

Explanation of Responses:
      (01) Ownership through 401(K) plan
      (02) Grant of Stock Options vests in equal annual installments over three years
      (03) Options vest in equal installments annually over five years
      (04) Options vest immediately

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

                        Popolo, Joseph   field   Programmer's Paradise, Inc.   12/31/1996 PAGE: 2
OF 2
</TABLE>