| F O R M 5 |

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if
[ ] no longer Subject
to Section 16.

[ ] Form 3 Holdings Rep.

[ ] Form 4 Trans. 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
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)
Innacelli　　　Kathleen　　E	Programmer's Paradise, Inc.　　(PROG)	Director　　10% Owner
(Last)　　(First)　　(MI)	3.IRS or Soc. Sec. No. of Reporting Person	X Officer　　Other ---(give title below) ---(Specify below)
1163 Shrewsbury Ave.	(Voluntary)	4.Statement for Month/ Year 12/31/1996 Vice President Fulfillment
(Street)	###-##-####	5.If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (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 (Instr. 3)	2.Transaction Date (Mon/Day/Yr)	3.Trans. Code (Instr.8)	4.Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5.Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 & 4)	6. Own. Form (D) or (I)	7.Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) (D)	Price			
Common Stock					$.0000	2000	D	

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<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.Conversion or Exercise Price of Derivative 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	$.2400					09/27 1992	09/27 2001	Common Stock	28000		28000	D	

Title	Price	Date	Code	Amount		Exercisable	Expiration	Underlying Title	Shares	Price	Shares	D/I	
								(01)					
Employee Stock Option	$.6700					02/01 1994	02/01 2003	Common Stock	3375		3375	D	
								(02)					
Employee Stock Option	$4.0000					04/21 1996	04/21 2005	Common Stock	4125		4125	D	
								(02)					
Employee Stock Option	$5.8750	01/22 1996	A	10900		01/22 1996	01/22 2006	Common Stock	10900	$5.8750	10900	D	
								(03)					
								(01)					
	$.6700					02/01 1994	02/01 2003	Common Stock	3375		3375	D	

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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   /s/Kathleen E. Innacelli
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)

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

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