

<TABLE>
<CAPTION>

U.S. SECURITIES AND EXCHANGED COMMISSION

FORM 4

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-

0287
[] Check this box if
30,1998

Expires: September

no longer Subject
to Section 16.
response.....0.5

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

Estimated ave. burden
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)	
Innacelli	Kathleen	E	Programmer's Paradise, Inc. (PROG)		Director	10% Owner
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person	4. Statement for Month/Year	X Officer	Other
62 Pine Needle Street			(Voluntary)	May 1997	---(give title below) ---(Specify)	
(Street)			###-##-####	5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)	
Howell	NJ	07731			X Form filed by One Reporting Person	
(City) (State) (Zip)					Form filed by More than One Reporting Person	

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 Month (Instr. 3 & 4)	6. Nature of Ownership (D) or (I)	7. Nature of Beneficial Ownership (Instr. 4)
<S> Common Stock	<C> 05/08/1997	<C> F <C> V	<C> 10000 <C> D <C> \$8.0000	<C> 2000	<C> D	<C>

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

SEC 1474 (7-96)

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

PAGE: 1

OF 2
</TABLE>

<TABLE>
<CAPTION>

FORM 4 (continued) TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned
(e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security	2. Conversion or Exercise (Instr. 3)	3. Date (Mon/Day/Year) (Instr. 4)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date and Expiration (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Ind. (D) or Ind. (I)
<S> Employee Stock Option	<C> \$.2400	<C>	<C>	<C>	<C> 09/27/1992	<C> 09/27/2001 Common Stock	<C> 28000	<C> 28000	<C> D (01)

Table with columns: Employee S, Amount, Stock Option, In, Date, Description, Quantity, and other metrics. Includes entries for \$0.6700, \$4.0000, and \$5.8750.

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
06/12/1997
Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Kathleen E. Innacelli

**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 1474

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

Innacelli, Kathleen

Programmer's Paradise, Inc.

MAY-1997 PAGE: 2

OF 2
</TABLE>