# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)  1. Name and Address of Reporting Person * WILLETT WILLIAM H				2. Issuer Name and Ticker or Trading Symbol PROGRAMMERS PARADISE INC [PROG]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X Officer (give title below) Chairman & CEO						
(Last) (First) (Middle) 1157 SHREWSBURY AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 02/22/2005													
(Street) SHREWSBURY, NJ 07702				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person						
(Cit		(State)	(Zip)	Table I - Non-Derivative Securities Acq				s Acqui	uired, Disposed of, or Beneficially Owned								
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	Execut any	Deemed cution Date, if onth/Day/Year)	if Cod	(Instr. 8)		4. Securities Acquired (A) or Disposed of (I) (Instr. 3, 4 and 5)		of (D)			<i>'</i>		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
				(Monul/Day/Teal			ode	V Aı	mount	(A) or (D)	Price	(msa. 3 and 1)		\ /	(Instr. 4)		
Common	Stock		02/22/2005			1	M	7,	000	A	\$ 2.13	17,000	0			D	
Common Stock		02/22/2005				S	1,	500	D	\$ 14	15,500		D				
Common	Stock		02/23/2005				S	5,	500	D	\$ 14	10,000	0			D	
Reminder:	Report on a	separate line for each	n class of securities l	beneficia	illy owned	l directl	Pe in	ersons this fo	orm ar	e not re	equired	l to res	spond	unless the	tion contain	ned SEC	1474 (9-02)
Reminder:	Report on a	separate line for eacl	n class of securities l	· Derivat	•	rities Ac	Pe in di	ersons this fo splays	orm ar s a cur	re not re rently v	equired valid Ol ficially (	l to res MB coi	spond on ntrol n	unless the		ned SEC	1474 (9-02)
1. Title of	2. Conversion	3. Transaction	Table II - 3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transac Code	tive Securits, calls, 5. N of Der Securits Acq (A) Disp of (I	rities Acwarran umber ivative urities uired or oosed D) tr. 3, 4,	Pe in di	ersons this for splays Dispos ons, cor Exercition Da	orm are a cur sed of, one of the current of the cur	re not re rently v or Bene le securi	ficially (ities)  7. Title of Und Securit	Owned e and Ar	spond name	unless the umber.	9. Number	of 10. Owners Form o Derivat Securit Direct ( or Indir	11. Nati of Indir Benefic Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, if any	Derivat (e.g., pu 4. Transac Code	tive Securits, calls,  5. N of Der Securits Acq (A) Dissiport Of (Ins	rities Acwarran umber ivative urities uired or oosed D) tr. 3, 4,	equired, ts, optio	ersons this for splays , Dispos ons, cor e Exercition Da n/Day/Y	orm are a cur sed of, one of the current of the cur	re not re rently v or Bene le securi nd	ficially (ities)  7. Title of Und Securit	Owned e and Ar lerlying ties 3 and 4)	mount )	8. Price of Derivative Security	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Securit Direct ( or Indir (s) (I)	11. Nati of Indir Benefic Owners (Instr. 4

### **Reporting Owners**

		Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WILLETT WILLIAM H 1157 SHREWSBURY AVENUE SHREWSBURY, NJ 07702			Chairman & CEO				

# **Signatures**

/s/ William H. Willett	02/23/2005
**Signature of Reporting Person	Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.