

<TABLE>
<CAPTION>

U.S. SECURITIES AND EXCHANGED COMMISSION

F O R M 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

response.....1.0

[] Form 3 Holdings Rep.

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

[] Form 4 Trans. Rep.

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		3. Relationship of Reporting Person to Issuer (Check all Applicable)	
Meyercord F. Duffield			Programmer's Paradise, Inc. (PROG)		<input type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. (Voluntary)	4. Statement for Month/Year (12/31/1996)	Officer Other (give title below) (Specify)	
1163 Shrewsbury Ave.						
(Street)			5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)		
Shrewsbury NJ 07702-4321				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount of Securities Beneficially Owned at End of Fiscal Year (Instr. 3 & 4)	6. Nature of Ownership (Instr. 4)
<S> Common Stock	<C> 11/12/1996	<C> M	<C> 11250	<C> A \$.2400	<C> D

Explanation of Responses:

- (01) Grant of Stock Options vests in equal annual installments over three years
- (02) Options vest in equal installments annually over five years

**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/F. Duffield Meyercord

**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

Meyercord, F. Duffield

Programmer's Paradise, Inc.

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