|-----|OMB Number 3235-|Expires: September lEstimated ave. burden |hours per [] 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 |6.Relationship of Reporting Person to | Issuer (Check all Applicable) | X Director 10% Owner (MI) |3.IRS or Soc. Sec. No. |4.Statement for Month/ | Officer Other |---(give title below) ---(Specify |-----|5.If Amendment, Date of |7. Individual or Joint/Group Filing (Street) ###-##-### | Original (Month/Year) | (Check Applicable Line) |Shrewsbury NJ 07702-4321| | X Form filed by One Reporting Person | 1 Form filed by More than One |--- Reporting Person (City) TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned |2.Transac- |3.Trans. |4.Security Acquired (A) or |5.Amount of |6. |7.Nature of |1.Title of Security 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 lor | | (A) | | Fiscal Year |(I) | Amount |(D) | Price | (Instr. 3 & 4) | | <S> <C> <C> <C> <C> <C> | A | \$.2400| 11250 | 11/12/1996 | M ICommon Stock 11250 | D | 1 1

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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

/s/F. Duffield Meyercord

**Signature of Reporting Person

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

Date

Note: File three copies of this form, one of which must be manually signed.

SEC 2270 (7-

If space provided is insufficient, see Instruction 6 for procedure. 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.

12/31/1996 PAGE: 2

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