

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

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SUBJECT COMPANY

BGS SYSTEMS INC

CIK: **718976** | IRS No.: **042559993** | State of Incorpor.: **MA** | Fiscal Year End: **0131**
Type: **4** | Act: **34** | File No.: **000-12192** | Film No.: **96620491**
SIC: **7372** Prepackaged software

Mailing Address
*128 TECHNOLOGY CENTER
WALTHAM MA 02254-9111*

Business Address
*128 TECHNOLOGY CENTER
WALTHAM MA 02254
6178910000*

REPORTING OWNER

SCHWENK HAROLD S JR

CIK: **941301**
Type: **4**

Mailing Address
*BGS SYSTEMS INC
128 TECHNOLOGY CENTER
WALTHAM MA 02254-9111*

Business Address
*80 ORCHARD AVENUE
WESTON MA 02193-2279*

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

FORM 4

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

SCHWENK, JR., HAROLD S.
80 ORCHARD AVE.
WESTON, MA 02193
U.S.A.

2. Issuer Name and Ticker or Trading Symbol

BGS SYSTEMS, INC.
BGSS

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

8/96

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

(X) Director (X) 10% Owner (X) Officer (give title below) () Other
(specify below)
PRESIDENT, CEO

<TABLE>

<CAPTION>

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
COMMON STOCK	8/12/96	J (1)	2,877	477,691	D	
"	7/10/96	J (1)	2,877	106,719	I	By Trust
"				3,235	I	By Wife (6)
"				4,590	I	By Daughter (2,6)
"				4,590	I	By Daughter (3,6)
"				2,750	I	By Son (4,6)

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership

</TABLE>

Explanation of Responses:

- Change in form of ownership from indirect to direct from The Harold S. Schwenk, Jr. Qualified Annuity Trust-1995, a grantor retained annuity trust or "GRAT" to Harold S. Schwenk, Jr.
- F/B/O Pauline A. Schwenk
U/MA/UTMA
- F/B/O Barbara A. Schwenk
U/MA/UTMA
- F/B/O Harold Spencer Schwenk, III
U/MA/UTMA
- Excludes 525 shares held by Dr. Schwenk's son, Kevin B. Schwenk, who is of the age of majority and does not share the reporting person's

household.

(6) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed

an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or

for any other purpose.

SIGNATURE OF REPORTING PERSON

/s/ Harold S. Schwenk, Jr.

DATE

8/26/96