

INSIGHT ENTERPRISES INC

Form 4

February 24, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dodenhoff Steven W.

2. Issuer Name **and** Ticker or Trading  
Symbol  
INSIGHT ENTERPRISES INC  
[NSIT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
6820 SOUTH HARL AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President, US

TEMPE, AZ 85283

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/20/2014		M	1,138 A	\$ 0 4,916	D	
Common Stock	02/20/2014		F	415 D (1) 23.15	\$ 4,501	D	
Common Stock	02/20/2014		M	1,137 A	\$ 0 5,638	D	
Common Stock	02/20/2014		F	358 D (1) 23.15	\$ 5,280	D	
Common Stock	02/20/2014		M	161 A	\$ 0 5,441	D	

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Common Stock	02/20/2014	F	50	<u>D</u> (1)	\$ 23.15	5,391	D
Common Stock	02/20/2014	M	161	A	\$ 0	5,552	D
Common Stock	02/20/2014	F	50	<u>D</u> (1)	\$ 23.15	5,502	D
Common Stock	02/20/2014	M	1,707	A	\$ 0	7,209	D
Common Stock	02/20/2014	F	538	<u>D</u> (1)	\$ 23.15	6,671	D

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/20/2014		M		1,138		(3)	(3)	Common Stock	1,138
Restricted Stock Units	(2)	02/20/2014		M		1,137		(4)	(4)	Common	1,137
Restricted Stock Units	(2)	02/20/2014		M		161		(5)	(5)	Common Stock	161
Restricted Stock Units	(2)	02/20/2014		M		161		(4)	(4)	Common Stock	161
Restricted Stock Units	(2)	02/20/2014		M		1,707		(6)	(6)	Common Stock	1,707
Restricted	(2)	02/20/2014		A		9,504		(7)	(7)	Common	9,504

Stock Units								Stock
Restricted Stock Units	(2)	02/20/2014	A	14,255	(8)	(8)	Common Stock	14,255

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dodenhoff Steven W. 6820 SOUTH HARL AVENUE TEMPE, AZ 85283			President, US	

## Signatures

Mark N. Rogers, by Power of Attorney, for Steven W.  
Dodenhoff

02/24/2014

\_\_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).

Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations.

- (1) The value of the vested shares (and the taxable income) is calculated based on the closing price on the vesting date or next preceding trading date in the case that the vesting date is a non-trading date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.
- (3) The restricted stock units were granted on February 20, 2012, with vesting to occur in four equal annual installments beginning February 20, 2013.
- (4) The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2013.
- (5) The restricted stock units were granted on November 10, 2012, with vesting to occur in four equal installments beginning February 20, 2013.
- (6) The restricted stock units were granted on February 20, 2013, with vesting to occur in four equal annual installments beginning February 20, 2014.
- (7) The restricted stock units were granted on February 20, 2014, with vesting to occur in four equal annual installments beginning February 20, 2015.
- (8) The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2015.

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

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