

Cowley Samuel C
Form 4
July 12, 2018

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cowley Samuel C

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 S. HARL AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Gen'l Counsel & Secretary

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/10/2018		M		811	A \$ 0	8,813 D
Common Stock	07/10/2018		F		226	D \$ 49.64	8,587 D
Common Stock	07/10/2018		M		2,230	A \$ 0	10,817 D
Common Stock	07/10/2018		F		623	D \$ 49.64	10,194 D
Common Stock	07/10/2018		M		5,708	A \$ 0	15,902 D

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Common Stock 07/10/2018 F 1,620 D \$ 49.64 14,282 D

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

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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	<u>(1)</u>	07/10/2018		M	811	<u>(2)</u> <u>(2)</u>	Common Stock	811
Restricted Stock Units	<u>(1)</u>	07/10/2018		M	2,230	<u>(3)</u> <u>(3)</u>	Common Stock	2,230
Restricted Stock Units	<u>(1)</u>	07/10/2018		M	5,708	<u>(4)</u> <u>(4)</u>	Common Stock	5,708

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cowley Samuel C 6820 S. HARL AVENUE TEMPE, AZ 85283	Gen'l Counsel & Secretary

Signatures

Lisanne Steinheiser, by Power of Attorney, for Samuel C. Cowley 07/12/2018

__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).

- (1) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.
- (2) The restricted stock units were granted on July 10, 2016, with vesting to occur in four equal annual installments beginning July 10, 2017.
- (3) The number of restricted stock units increases or decreases with the Company's performance against specific objectives defined in advance of the grant date, and the restricted stock units will vest in three equal annual installments beginning July 10, 2017.
- (4) The restricted stock units were granted on July 10, 2016, with vesting to occur in three equal annual installments beginning July 10, 2017.

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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