CAMPBELL PHILIP E
Form 4
November 29, 2010

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMPBELL PHILIP E

(Last) (First) (Middle)

1302 ELMSHADE COVE

(Street)

ROUND ROCK, TX 78664

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMCON DISTRIBUTING CO [DIT]

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
SVP of Planning and Compliance

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share	11/26/2010		M		550	A	$ 72.5	2,550	D	

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

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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. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	11/22/2010		A		1,650 (1)		(1)	(1)	Common Stock	1,650 (1)	
Restricted Stock Units	$ 72.5 (1)	11/26/2010		M			550	(1)	(1)	Common Stock	550 (1)	
Restricted Stock Units	(2)	11/22/2010		A		900 (2)		(2)	(2)	Common Stock	900 (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL PHILIP E 1302 ELMSHADE COVE ROUND ROCK, TX 78664			SVP of Planning and Compliance	

Signatures

Andrew C. Plummer, Atty in fact for Philip E. Campbell	11/29/2010
**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) The Restricted Stock Units ("RSUs") provide the reporting person with the right to receive, on the applicable vesting date, either (i) an amount of cash equal to the per share Fair Market Value of the Issuer's common stock as of the vesting date multiplied by the number of shares underlying the RSUs then becoming vested and held by the reporting person or (ii) a number of shares of common stock equal to the whole number of shares underlying the RSUs then becoming vested and held by the reporting person, as elected by the reporting person. Subject to earlier forfeiture under certain limited circumstances, the RSUs vest as to one-third of the award on November 26, 2010, October 26, 2011 and October 26, 2012. The Fair Market Value of the RSUs vesting on November 26, 2010 was determined by reference to the closing price for the Issuer's common stock on NYSE Amex Equities on that date.

(2) The Restricted Stock Units ("RSUs") provide the reporting person with the right to receive, on the applicable vesting date, either (i) an amount of cash equal to the per share Fair Market Value of the Issuer's common stock as of the vesting date multiplied by the number of shares underlying the RSUs then becoming vested and held by the reporting person or (ii) a number of shares of common stock equal to the whole number of shares underlying the RSUs then becoming vested and held by the reporting person, as elected by the reporting person. Subject to earlier forfeiture under certain limited circumstances, the RSUs vest as to one-third of the award on November 22, 2011, November 22, 2012 and November 22, 2013.

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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