

Plummer Andrew Charles
Form 4
November 01, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Plummer Andrew Charles

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
18325 JEFFERSON ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2012

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CFO and Secretary

OMAHA, NE 68135

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)	(A) or (D)	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)
Common Stock, par value \$.01 per share	10/25/2012		M	733	A	(2) 5,546	D	
Common Stock, par value \$.01 per share	10/26/2012		M	1,250	A	(3) 6,796	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/23/2012		A	2,700	<u>(1)</u> <u>(1)</u>	Common Stock	2,700 <u>(1)</u>
Restricted Stock Units	<u>(2)</u>	10/25/2012		M	733	<u>(2)</u> <u>(2)</u>	Common Stock	1,467 <u>(2)</u>
Restricted Stock Units	<u>(3)</u>	10/26/2012		M	1,250	<u>(3)</u> <u>(3)</u>	Common Stock	0
Restricted Stock Units	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock	1,067 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Plummer Andrew Charles 18325 JEFFERSON ST OMAHA, NE 68135	CFO and Secretary

Signatures

Andrew C.
Plummer 11/01/2012

**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).

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. (1) Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 2,700 RSU award on October 23, 2013, October 23, 2014, and October 23, 2015.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. (2) Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 2,200 RSU award on October 25, 2012, October 25, 2013, and October 25, 2014. On the October 25, 2012 vesting date RSUs were settled for 733 shares of common stock.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. (3) Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 3,750 RSU award on November 26, 2010, October 26, 2011 and October 26, 2012. On the October 26, 2012 vesting date RSUs were settled for 1,250 shares of common stock.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. (4) Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 1,600 RSU 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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