

AMCON DISTRIBUTING CO

Form 4

October 25, 2013

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 *
ATAYAN CHRISTOPHER H

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) CEO and Chairman

C/O AMCON DISTRIBUTING
COMPANY, 7405 IRVINGTON RD

(Street)

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

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

OMAHA, NE 68122

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	10/23/2013		M		3,700	A	<u>(2)</u> 161,585
Common Stock, par value \$.01 per share	10/25/2013		M		3,567	A	<u>(3)</u> 165,152

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	10/22/2013		A		9,900		(1)	(1)	Common Stock	9,900
Restricted Stock Units	(2)	10/23/2013		M		3,700		(2)	(2)	Common Stock	7,600
Restricted Stock Units	(3)	10/25/2013		M		3,567		(3)	(3)	Common Stock	3,567
Restricted Stock Units	(4)							(4)	(4)	Common Stock	2,933
Employee Stock Option (right to buy)	\$ 18							(5)	12/12/2016	Common Stock	25,000
Series A Convertible Prfd Stk, par value \$.01 per share	\$ 30.31							08/05/2004	(6)	Common Stock	82,000
Series B Conv Prfd Stk, par value \$.01 per share	\$ 24.65							10/08/2004	(7)	Common Stock	8,100

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

ATAYAN CHRISTOPHER H
C/O AMCON DISTRIBUTING COMPANY X X CEO and Chairman
7405 IRVINGTON RD
OMAHA, NE 68122

Signatures

Andrew C. Plummer, Atty in fact for Christopher H. Atayan 10/25/2013

__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. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 9,900 RSU award on October 22, 2014, October 22, 2015, and October 22, 2016.

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. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 11,100 RSU award on October 23, 2013, October 23, 2014, and October 23, 2015. On the October 23, 2013 vesting date RSUs were settled for 3,700 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. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 10,700 RSU award on October 25, 2012, October 25, 2013, and October 25, 2014. On the October 25, 2013 vesting date RSUs were settled for 3,567 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. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 8,100 RSU award on November 22, 2011, November 22, 2012, and November 22, 2013.

(5) The stock option for 25,000 shares vests and is exercisable in three equal annual installments beginning December 12, 2007.

Series A Convertible Preferred Stock may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the Series A Convertible Preferred Stock. Series A Convertible Preferred Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed.

Series B Convertible Preferred Stock may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the Series B Convertible Preferred Stock. Series B Convertible Preferred Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed.

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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