

FENTON STUART
Form 4
February 21, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FENTON STUART

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)
02/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President Insight EMEA/APAC

TEMPE, AZ 85283
(City) (State) (Zip)

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

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 | 02/16/2012 | | S | | 22,000 | D | \$ 21.965 (1) 796 |
| Common Stock | 02/20/2012 | | M | | 9,886 | A | \$ 0 10,682 |
| Common Stock | 02/20/2012 | | M | | 17,796 | A | \$ 0 28,478 |
| Common Stock | 02/20/2012 | | M | | 5,031 | A | \$ 0 33,509 |
| Common Stock | 02/20/2012 | | M | | 15,095 | A | \$ 0 48,604 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------|--------|---|
| Common Stock | 02/20/2012 | M | 2,730 | A | \$ 0 | 51,334 | D |
| Common Stock | 02/20/2012 | M | 6,824 | A | \$ 0 | 58,158 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Restricted Stock Units | (2) | 02/20/2012 | | M | 9,886 | (3) (3) | Common Stock 9,886 |
| Restricted Stock Units | (2) | 02/20/2012 | | M | 17,796 | (4) (4) | Common Stock 17,796 |
| Restricted Stock Units | (2) | 02/20/2012 | | M | 5,031 | (5) (5) | Common Stock 5,031 |
| Restricted Stock Units | (2) | 02/20/2012 | | M | 15,095 | (6) (6) | Common Stock 15,095 |
| Restricted Stock Units | (2) | 02/20/2012 | | M | 2,730 | (7) (7) | Common Stock 2,730 |
| Restricted Stock Units | (2) | 02/20/2012 | | M | 6,824 | (8) (8) | Common Stock 6,824 |
| Restricted Stock Units | (2) | 02/20/2012 | | A | 9,099 | (9) (9) | Common Stock 9,099 |
| Restricted Stock Units | (2) | 02/20/2012 | | A | 13,649 | (10) (10) | Common Stock 13,649 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FENTON STUART 6820 SOUTH HARL AVENUE TEMPE, AZ 85283 | | | President Insight EMEA/APAC | |

Signatures

Mark N. Rogers, by Power of Attorney, For Stuart A.
Fenton

02/21/2012

__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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.95 to \$21.98, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (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, 2009, with vesting to occur in three equal installments beginning February 20, 2010.
- (4) The restricted stock units were granted on February 20, 2009. The number of stock units increased with actual earnings per share (for the fiscal year ended December 31, 2009, on a consolidated non-GAAP diluted basis) and was greater than target earnings per share. Vesting occurs in three equal installments beginning February 20, 2010.
- (5) The restricted stock units were granted on February 20, 2010, with vesting to occur in three equal installments beginning February 20, 2011.
- (6) The restricted stock units were granted on February 20, 2010. The number of stock units increased with actual earnings per share (for the fiscal year ended December 31, 2010, on a consolidated non-GAAP diluted basis) and was greater than target earnings per share. Vesting occurs in three equal installments beginning February 20, 2011.
- (7) The restricted stock units were granted on February 20, 2011, with vesting to occur in four equal installments beginning February 20, 2012.
- (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, 2012.
- (9) The restricted stock units were granted on February 20, 2012, with vesting to occur in four equal installments beginning February 20, 2013.
- (10) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.