

INSIGHT ENTERPRISES INC
 Form 4
 February 22, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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).

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 *
 Dodenhoff Steven W.

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)
 02/20/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, US

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/20/2017 | | M | 1,706 A \$ 0 | 22,127 | D | |
| Common Stock | 02/20/2017 | | F | 553 <u>D</u> (1) \$ 44.48 | 21,574 | D | |
| Common Stock | 02/20/2017 | | M | 2,376 A \$ 0 | 23,950 | D | |
| Common Stock | 02/20/2017 | | F | 771 <u>D</u> (1) \$ 44.48 | 23,179 | D | |
| Common Stock | 02/20/2017 | | M | 2,107 A \$ 0 | 25,286 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|-----------------|----------|--------|---|
| Common Stock | 02/20/2017 | F | 731 | <u>D</u> (1) | \$ 44.48 | 24,555 | D |
| Common Stock | 02/20/2017 | M | 2,321 | A | \$ 0 | 26,876 | D |
| Common Stock | 02/20/2017 | F | 1,092 | <u>D</u> (1) | \$ 44.48 | 25,784 | D |
| Common Stock | 02/20/2017 | M | 4,751 | A | \$ 0 | 30,535 | D |
| Common Stock | 02/20/2017 | F | 1,611 | <u>D</u> (1) | \$ 44.48 | 28,924 | D |
| Common Stock | 02/20/2017 | M | 4,215 | A | \$ 0 | 33,139 | D |
| Common Stock | 02/20/2017 | F | 1,367 | <u>D</u> (1) | \$ 44.48 | 31,772 | D |
| Common Stock | 02/20/2017 | M | 6,381 | A | \$ 0 | 38,153 | D |
| Common Stock | 02/20/2017 | F | 2,070 | <u>D</u> (1) | \$ 44.48 | 36,083 | D |

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 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 Unit | (2) | 02/20/2017 | | M | | (3) (3) | Common Stock | 1,706 |
| Restricted Stock Unit | (2) | 02/20/2017 | | M | | (4) (4) | Common Stock | 2,376 |
| Restricted Stock Unit | (2) | 02/20/2017 | | M | | (5) (5) | Common Stock | 2,107 |

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- (9) The number of restricted stock units was subject to increase or decrease with the Company's performance against specific objectives defined in advance of the grant date. The objectives were achieved above target and the restricted stock units were increased accordingly. The restricted stock units vest in three equal annual installments beginning February 20, 2017.
- (10) The restricted stock units were granted on February 20, 2017 with vesting to occur in four equal annual installments beginning February 20, 2018.
- (11) 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 February 20, 2018.

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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