VINSON DAVID C
Form 5/A
February 07, 2005

FORM 5

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

| 1. Name and Address of Reporting Person [*]
VINSON DAVID C

(Last) (First) (Middle)

7272 PINEMONT
(Street)

HOUSTON,Â TXÂ 77040

(City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
DXP ENTERPRISES INC [dxpe]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2003

4. If Amendment, Date Original Filed(Month/Day/Year)
01/13/2004 | 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify below) below)
Sr. VP Operations

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
DXP Common Stock	Â	Â	Â	Â	Â	Â	5,416	D	Â
DXP Common Stock	Â	Â	Â	Â	Â	Â	1,712,796	I	By Self as Trustee [(1)]

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 Se (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
DXP Common Stock Options	$ 1	Â	Â	Â	Â	Â	Â (2)	01/17/2009	DXP Common Stock	50,000	
DXP Common Stock Options	$ 2.5	Â	Â	Â	Â	Â	Â (2)	04/25/2010	DXP Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VINSON DAVID C 7272 PINEMONT HOUSTON,Â TXÂ 77040	Â	Â	Â Sr. VP Operations	Â

Signatures

David C. Vinson	02/07/2005
**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) Reporting person is Trustee of Andrea Rae Little 1988 Trust. Reporting person is Trustee of Kacey Joyce Little 1988 Trust. Reporting person is Trustee of Nicholas David Little 1988 Trust.

(2) Options vest equally over a three year period at thirty-three percent per year.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.