

INSIGHT ENTERPRISES INC
 Form 4
 May 16, 2014

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 *
GUNNING LARRY

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)
05/14/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/15/2014		S	D	1,076	\$ 27.464 (1)	0	D
Common Stock	05/15/2014		M	A	1,431	\$ 0	1,431	D
Common Stock	05/16/2014		M	A	1,639	\$ 0	3,070	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)

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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
Restricted Stock Units	(2)	05/14/2014		A	2,836	(3) (3)	Common Stock	2,836
Restricted Stock Units	(2)	05/15/2014		M	1,431	(4) (4)	Common Stock	1,431
Restricted Stock Units	(2)	05/16/2014		M	1,639	(5) (5)	Common Stock	1,639

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUNNING LARRY 6820 SOUTH HARL AVENUE TEMPE, AZ 85283		X		

Signatures

Mark N. Rogers, by Power of Attorney, for Larry A. Gunning 05/16/2014

**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 \$27.43 to \$27.49, 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.

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- (3) The restricted stock units were granted on May 14, 2014 with vesting to occur in three equal annual installments beginning May 14, 2015.
- (4) The restricted stock units were granted on May 15, 2013 with vesting to occur in three equal annual installments beginning May 15, 2014.
- (5) The restricted stock units were granted on May 16, 2012 with vesting to occur in three equal annual installments beginning May 16, 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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