## Edgar Filing: EPLUS INC - Form 4

FPI US INC

Form 4 July 03, 2012											
								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Filed purs s. Section 17(a	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							January 31, 2005 average irs per . 0.5		
(Print or Type R	esponses)										
ODONNELL TERRENCE Symbol			ol	er Name <b>and</b> Ticker or Trading S INC [EPLUS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month			Date of Earliest Transaction onth/Day/Year) /02/2012				X_ Director 10% Owner Officer (give title Other (specify below) below)				
			Amendment, Da Month/Day/Year)	U			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HERNDON,	VA 20171-3413						Form filed by I Form filed by I Person				
(City)	(State)	(Zip) T	able I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date any (Month/Day/Ye	Code ear) (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) o of (D	)	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)		
Common Stock	07/02/2012		А	495 <u>(1)</u>	А	\$0	17,297	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
		Director	10% Owner	Officer	Other			
ODONNELL TERRENCE 13595 DULLES TECHNOLOGY DRIVE HERNDON, VA 20171-3413		Х						
Signatures								
/s/ Terrence O'Donnell	07/03/2012							

\*\*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). \*\*

On July 2, 2012, Mr. O'Donnell, a director of ePlus inc. (the "Company"), was issued 495 restricted shares of common stock of the Company (the "Restricted Shares"). The Restricted Shares were issued pursuant to Mr. O'Donnell's election to receive the Restricted Shares in lieu of cash compensation as permitted under the Company's 2008 Non-Employee Director Long Term Incentive Plan (the

(1) "Plan"). The Restricted Shares are subject to a Restriction Period beginning on the issue date and ending on the first anniversary of issuance for one-half of the Restricted Shares, and ending on the second anniversary of the issuance for the remaining one half of the Restricted Shares (the "Restriction Period"). As more fully described in the Plan, under certain circumstances the restrictions may lapse.

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.