

INSIGHT ENTERPRISES INC
 Form 4
 February 12, 2016

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)
02/10/2016

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/10/2016		M		1,430	A	\$ 0	6,898	D
Common Stock	02/10/2016		M		1,890	A	\$ 0	8,788	D
Common Stock	02/10/2016		M		3,103	A	\$ 0	11,891	D

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

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number.

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/10/2016		M	1,430	<u>(2)</u>	<u>(2)</u>	Common Stock	1,430
Restricted Stock Units	<u>(1)</u>	02/10/2016		M	1,890	<u>(3)</u>	<u>(3)</u>	Common Stock	1,890
Restricted Stock Options	<u>(1)</u>	02/10/2016		M	3,103	<u>(4)</u>	<u>(4)</u>	Common Stock	3,103

Reporting Owners

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

Signatures

Lisanne Steinheiser, by Power of Attorney, for Larry A. Gunning

02/12/2016

**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) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.

The restricted stock units were granted on May 15, 2013 with vesting to occur in three equal annual installments beginning May 15, 2014.

(2) Vesting of the remaining shares of this grant were accelerated by approval of the Board of Directors upon Mr. Gunning's February 10, 2016 retirement.

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The restricted stock units were granted on May 14, 2014 with vesting to occur in three equal annual installments beginning May 14, 2015.

- (3) Vesting of the remaining shares of this grant were accelerated by approval of the Board of Directors upon Mr. Gunning's February 10, 2016 retirement.

The restricted stock units were granted on May 19, 2015 with vesting to occur in three equal annual installments beginning May 19, 2016.

- (4) Vesting of the remaining shares of this grant were accelerated by approval of the Board of Directors upon Mr. Gunning's February 10, 2016 retirement.

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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