INSIGHT ENTERPRISES INC
Form 4
February 22, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMNECK KENNETH T

(Last) (First) (Middle)

6820 SOUTH HARL AVENUE

(Street)

TEMPE, AZ 85283

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INSIGHT ENTERPRISES INC [NSIT]

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/20/2017		M		9,263	A	$ 0	149,806	D	
Common Stock	02/20/2017		F		4,274	D (1)	$ 44.48	145,532	D	
Common Stock	02/20/2017		M		8,207	A	$ 0	153,739	D	
Common Stock	02/20/2017		F		3,787	D (1)	$ 44.48	149,952	D	
Common Stock	02/20/2017		M		7,280	A	$ 0	157,232	D	

Common Stock	02/20/2017		F		3,359	D [1]	$ 44.48	153,873	D	
Common Stock	02/20/2017		M		7,348	A	$ 0	161,221	D	
Common Stock	02/20/2017		F		3,391	D [1]	$ 44.48	157,830	D	
Common Stock	02/20/2017		M		16,414	A	$ 0	174,244	D	
Common Stock	02/20/2017		F		5,204	D [1]	$ 44.48	169,040	D	
Common Stock	02/20/2017		M		14,559	A	$ 0	183,599	D	
Common Stock	02/20/2017		F		6,139	D [1]	$ 44.48	177,460	D	
Common Stock	02/20/2017		M		20,206	A	$ 0	197,666	D	
Common Stock	02/20/2017		F		9,325	D [1]	$ 44.48	188,341	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	[2]	02/20/2017		M			9,263	[3]	[3]	Common Stock	9,263
Restricted Stock Unit	[2]	02/20/2017		M			8,207	[4]	[4]	Common Stock	8,207
Restricted Stock Unit	[2]	02/20/2017		M			7,280	[5]	[5]	Common Stock	7,280
Restricted Stock Unit	[2]	02/20/2017		M			7,348	[6]	[6]	Common Stock	7,348

Restricted Stock Unit	(2)	02/20/2017	M		16,414	(7)	(7)	Common Stock	16,414
Restricted Stock Unit	(2)	02/20/2017	M		14,559	(8)	(8)	Common Stock	14,559
Restricted Stock Unit	(2)	02/20/2017	M		20,206	(9)	(9)	Common Stock	20,206
Restricted Stock Unit	(2)	02/20/2017	A	17,086		(10)	(10)	Common Stock	17,086
Restricted Stock Unit	(2)	02/20/2017	A	25,630		(11)	(11)	Common Stock	25,630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMNECK KENNETH T 6820 SOUTH HARL AVENUE TEMPE, AZ 85283	X		Chief Executive Officer	

Signatures

Lisanne Steinheiser, by Power of Attorney, for Kenneth T. Lamneck	02/22/2017
**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) Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations. The value of the vested shares (and the taxable income) is calculated based on the closing price on the vesting date or next preceding trading date in the case that the vesting date is a non-trading date.

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

(3) The restricted stock units were granted on February 20, 2013, with vesting to occur in four equal annual installments beginning February 20, 2014.

(4) The restricted stock units were granted on February 20, 2014, with vesting to occur in four equal annual installments beginning February 20, 2015.

(5) The restricted stock units were granted on February 20, 2015, with vesting to occur in four equal annual installments beginning February 20, 2016.

(6) The restricted stock units were granted on February 20, 2016 with vesting to occur in four equal annual installments beginning February 20, 2017.

(7) The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2015.

(8) The number of restricted stock units increases or decreases with non-GAAP return on invested capital against budgeted non-GAAP return on invested capital, and the restricted stock units will vest in three equal annual installments beginning February 20, 2016.

(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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