

Schmaderer Charles J.
 Form 3
 November 19, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Â Schmaderer Charles J. (Last) (First) (Middle) C/O AMCON DISTRIBUTING COMPANY,Â 7405 IRVINGTON ROAD (Street) OMAHA,Â NEÂ 68122 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/07/2018 | 3. Issuer Name and Ticker or Trading Symbol AMCON DISTRIBUTING CO [DIT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP,Controller,Secretary | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|--|--|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|---|--|

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|--------|----------|----------------------------------|---|
| Stock Option (Right to Buy) | Â (1) | 04/27/2020 | Common Stock | 500 | \$ 51.5 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 10/25/2021 | Common Stock | 500 | \$ 53.8 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 10/23/2022 | Common Stock | 500 | \$ 62.33 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 01/27/2025 | Common Stock | 500 | \$ 81.03 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 10/25/2026 | Common Stock | 500 | \$ 91.65 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 10/24/2027 | Common Stock | 500 | \$ 90.5 | D | Â |
| Stock Option (Right to Buy) | Â (7) | 10/23/2028 | Common Stock | 500 | \$ 84 | D | Â |
| Restricted Stock Units | Â (8) | Â (8) | Common Stock | 100 | \$ (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schmaderer Charles J. C/O AMCON DISTRIBUTING COMPANY 7405 IRVINGTON ROAD OMAHA, NE 68122 | Â | Â | Â VP, Controller, Secretary | Â |

Signatures

Charles J
Schmaderer 11/19/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This option vests in five equal annual installments of 100 shares on each of April 27, 2011, April 27, 2012, April 27, 2013, April 27, 2014 and April 27, 2015.
- (2) This option vests in five equal annual installments of 100 shares on each of October 25, 2012, October 25, 2013, October 25, 2014, October 25, 2015 and October 25, 2016.
- (3) This option vests in five equal annual installments of 100 shares on each of October 23, 2013, October 23, 2014, October 23, 2015, October 23, 2016 and October 23, 2017.
- (4)

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This option vests in five equal annual installments of 100 shares on each of January 27, 2016, January 27, 2017, January 27, 2018, January 27, 2019 and January 27, 2020.

- (5) This option vests in five equal annual installments of 100 shares on each of October 25, 2017, October 25, 2018, October 25, 2019, October 25, 2020 and October 25, 2021.
- (6) This option vests in five equal annual installments of 100 shares on each of October 24, 2018, October 24, 2019, October 24, 2020, October 24, 2021 and October 24, 2022.
- (7) This option vests in five equal annual installments of 100 shares on each of October 23, 2019, October 23, 2020, October 23, 2021, October 23, 2022 and October 23, 2023.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date,

- (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or
 - (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person.
- Subject to earlier forfeiture under certain circumstances, these RSUs vest as to 50 shares on each of October 20, 2019 and October 20, 2020.

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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