

Cowley Samuel C
Form 4
February 22, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cowley Samuel C

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 S. HARL AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Gen'l Counsel & Secretary

TEMPE, AZ 85283

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	02/20/2019		M	843 A	\$ 0 7,843	D	
Common Stock	02/20/2019		F	229 D	\$ 57.6 (1) 7,614	D	
Common Stock	02/20/2019		M	1,133 A	\$ 0 8,747	D	
Common Stock	02/20/2019		F	316 D	\$ 57.6 (1) 8,431	D	
	02/20/2019		M	1,897 A	\$ 0 10,328	D	

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Common
Stock

Common Stock	02/20/2019	F	604	D	\$ 57.6 (1)	9,724	D
Common Stock	02/20/2019	M	4,532	A	\$ 0	14,256	D
Common Stock	02/20/2019	F	1,266	D	\$ 57.6 (1)	12,990	D

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

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(9-02)

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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/20/2019		M			843	(3)	(3)	Common Stock	843
Restricted Stock Units	(2)	02/20/2019		M			1,133	(4)	(4)	Common Stock	1,133
Restricted Stock Units	(2)	02/20/2019		M			1,897	(5)	(5)	Common Stock	1,897
Restricted Stock Units	(2)	02/20/2019		M			4,532	(6)	(6)	Common Stock	4,532
Restricted Stock Units	(2)	02/20/2019		A		3,472		(7)	(7)	Common Stock	3,472

Restricted									
Stock	(2)	02/20/2019	A	5,209	(8)	(8)	Common	5,209	
Units							Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cowley Samuel C 6820 S. HARL AVENUE TEMPE, AZ 85283	Gen'l Counsel & Secretary

Signatures

Lisanne Steinheiser, by Power of Attorney, for Samuel C. Cowley

02/22/2019

__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).
- Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations.
- (1) 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, 2017 with vesting to occur in four equal annual installments beginning February 20, 2018.
 - (4) The restricted stock units were granted on February 20, 2018 with vesting to occur in four equal annual installments beginning February 20, 2019.
 - (5) 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.
 - (6) 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, 2019.
 - (7) The restricted stock units were granted on February 20, 2019, with vesting to occur in four equal annual installments beginning February 20, 2020.
 - (8) 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, 2020.

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.