Houston Wire & Cable CO Form 4 May 07, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMPSON SCOTT L

2. Issuer Name and Ticker or Trading Symbol

Houston Wire & Cable CO [HWCC]

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/05/2015

(Check all applicable) _ Director 10% Owner

HOUSTON WIRE & CABLE COMPANY, 10201 NORTH LOOP **EAST**

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

HOUSTON, TX 77029

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Other (specify

Reported (A) Transaction(s) or (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Following

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of 3. Transaction Date 3A. Deemed Derivative Security Conversion

5. Number 6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of **Underlying Securities**

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| (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed (D) (Instr. 3, 4 and 5) | of | Year) | (Instr. 3 and 4) | |
|--------------------------|---|------------|-------------------------|-----------------|--|-------------------------|--------------------|---|---------------------------------------|
| | | | | Code V | (A) | (D) Date Exercisable | Expiration Date | Title | Amour or Number of Shares |
| RESTRICTED STOCK UNIT | (1) | 05/05/2015 | | A | 5,470 | (2) | (2) | COMMON STOCK, \$.001 PAR VALUE | 5,47 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

THOMPSON SCOTT L HOUSTON WIRE & CABLE COMPANY 10201 NORTH LOOP EAST HOUSTON, TX 77029

X

Signatures

NICOL G. GRAHAM, ATTOURNEY-IN-FACT

05/07/2015

**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 HWCC COMMON STOCK.
 - (2) RESTRICTED STOCK UNITS VEST ON THE DATE OF THE COMPANY'S 2016 ANNUAL MEETING OF STOCKHOLDERS.
- (2) RESTRICTED STOCK UNITS WILL SETTLE ON THE DATE THAT IS 30 DAYS AFTER THE DATE OF THE REPORTING PERSON'S TERMINATION OF SERVICE ON THE BOARD OF DIRECTORS.

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.

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