

INSIGHT ENTERPRISES INC
 Form 4
 February 22, 2017

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 *
 Dodenhoff Steven W.

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)
 02/20/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, US

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	02/20/2017		M		1,706 A \$ 0	22,127	D
Common Stock	02/20/2017		F		553 D (1) 44.48	\$ 21,574	D
Common Stock	02/20/2017		M		2,376 A \$ 0	23,950	D
Common Stock	02/20/2017		F		771 D (1) 44.48	\$ 23,179	D
Common Stock	02/20/2017		M		2,107 A \$ 0	25,286	D

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Common Stock	02/20/2017	F	731	<u>D</u> (1)	\$ 44.48	24,555	D
Common Stock	02/20/2017	M	2,321	A	\$ 0	26,876	D
Common Stock	02/20/2017	F	1,092	<u>D</u> (1)	\$ 44.48	25,784	D
Common Stock	02/20/2017	M	4,751	A	\$ 0	30,535	D
Common Stock	02/20/2017	F	1,611	<u>D</u> (1)	\$ 44.48	28,924	D
Common Stock	02/20/2017	M	4,215	A	\$ 0	33,139	D
Common Stock	02/20/2017	F	1,367	<u>D</u> (1)	\$ 44.48	31,772	D
Common Stock	02/20/2017	M	6,381	A	\$ 0	38,153	D
Common Stock	02/20/2017	F	2,070	<u>D</u> (1)	\$ 44.48	36,083	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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(2)	02/20/2017		M		1,706		(3)	(3)	Common Stock	1,706
Restricted Stock Unit	(2)	02/20/2017		M		2,376		(4)	(4)	Common Stock	2,376
Restricted Stock Unit	(2)	02/20/2017		M		2,107		(5)	(5)	Common Stock	2,107

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Restricted Stock Unit	<u>(2)</u>	02/20/2017	M	2,321	<u>(6)</u>	<u>(6)</u>	Common Stock	2,321
Restricted Stock Unit	<u>(2)</u>	02/20/2017	M	4,751	<u>(7)</u>	<u>(7)</u>	Common Stock	4,751
Restricted Stock Unit	<u>(2)</u>	02/20/2017	M	4,215	<u>(8)</u>	<u>(8)</u>	Common Stock	4,215
Restricted Stock Unit	<u>(2)</u>	02/20/2017	M	6,381	<u>(9)</u>	<u>(9)</u>	Common Stock	6,381
Restricted Stock Unit	<u>(2)</u>	02/20/2017	A	5,396	<u>(10)</u>	<u>(10)</u>	Common Stock	5,396
Restricted Stock Unit	<u>(2)</u>	02/20/2017	A	8,094	<u>(11)</u>	<u>(11)</u>	Common Stock	8,094

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dodenhoff Steven W. 6820 SOUTH HARL AVENUE TEMPE, AZ 85283			President, US	

Signatures

Lisanne Steinheiser, by Power of Attorney, for Steven W. Dodenhoff	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.

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- (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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