MCCONNELL HUGH H

Form 4

February 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCONNELL HUGH H			ossuer Name and Ticker or Trading ool PENTERPRISES INC [dxpe]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (ate of Earliest Transaction	(Check all applicable)			
7272 PINE	` ,	(Mor	ath/Day/Year) 3/2006	Director 10% Owner Other (specify below) Sr. V.P. & CFO			
	(Street)		Amendment, Date Original (Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	N, TX 77040			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Гable I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 3, 4 and 5)	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock				17,835 D			
DXP Common Stock	02/13/2006		M 20,000 A \$ 362,2	00 37,835 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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		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 o Number o Shares
DXP Common Stock	\$ 1.37	02/13/2006		M		20,000	09/27/2000	09/27/2010	DXP Common Stock	20,000
DXP Common Stock Options	\$ 1.37						<u>(1)</u>	09/27/2010	DXP Common Stock	100,000

Reporting Owners

Danastina Orman Nama / Address	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

MCCONNELL HUGH H 7272 PINEMONT HOUSTON, TX 77040

Sr. V.P. & CFO

Signatures

Mac McConnell

02/13/2006

**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) options issued 09/27/2000 and vest equally over a five year period at twenty percent per year

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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