

DXP ENTERPRISES INC  
Form 4  
November 02, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**LITTLE DAVID R**

(Last) (First) (Middle)  
**7272 PINEMONT DRIVE**  
  
(Street)

**HOUSTON, TX 77040**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DXP ENTERPRISES INC [DXPE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/24/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)  
**CHAIRMAN & CEO**

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)
				(A) or (D) Code V	Amount		Price
DXP Common Stock	10/24/2016		M	4,000	A	\$	20.36
						1,354,950	D

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



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The terms of the grant provide for vesting in equal amounts over ten years on the anniversary date of the grant. [Grant Date October 24, 2007 - 40,000 shares]

- (2) The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. [Grant Date March 31, 2014 - 9,000 shares]
- (3) The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. [Grant Date March 31, 2015 - 3,000 shares]
- (4) The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. [Grant Date August 9, 2016 - 51,000 shares]

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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