

INSIGHT ENTERPRISES INC

Form 4

February 19, 2008

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fennessy Richard A

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)

1305 WEST AUTO DRIVE

(Street)

TEMPE, AZ 85284

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/01/2008		M		5,333	A	\$ 0	95,267 D
Common Stock	02/01/2008		F		1,719	D (1)	\$ 17.56	93,548 D
Common Stock	02/01/2008		M		9,600	A	\$ 0	103,148 D
Common Stock	02/01/2008		F		3,096	D (1)	\$ 17.56	100,052 D
Common Stock	02/14/2008		M		18,667	A	\$ 0	118,719 D

Edgar Filing: INSIGHT ENTERPRISES INC - Form 4

Common Stock	02/14/2007	F	6,798	D (1)	\$ 18.53	111,921	D
--------------	------------	---	-------	----------	-------------	---------	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/01/2008 ⁽²⁾		M		5,333		⁽²⁾	⁽²⁾	Common Stock	5,333
Restricted Stock Units	\$ 0	02/01/2008 ⁽³⁾		M		9,600		⁽³⁾	⁽³⁾	Common Stock	9,600
Restricted Stock Units	\$ 0	02/14/2008 ⁽⁴⁾		M		18,667		⁽⁴⁾	⁽⁴⁾	Common Stock	18,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fennessy Richard A 1305 WEST AUTO DRIVE TEMPE, AZ 85284	X		President and CEO	

Signatures

Karen K. McGinnis, by Power of Attorney,for Richard A. Fennessy	02/19/2008
---	------------

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.

(2) The restricted stock units were granted on January 19, 2006, with vesting to occur in three equal installments beginning February 1, 2007.

The restricted stock units were granted on January 19, 2006. The number of restricted stock units increased with the actual earnings per share (for the fiscal year ending December 31, 2006, on a consolidated non-GAAP diluted basis) and was greater than the target earnings per share. Vesting occurs in three equal installments beginning February 1, 2007.

The restricted stock units were granted on February 14, 2007. The number of restricted stock units increased with the actual earnings per share (for the fiscal year ending December 31, 2007, on a consolidated non-GAAP diluted basis) and was greater than the target earnings per share. Vesting occurs in three equal installments beginning February 14, 2008.

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.