

INSIGHT ENTERPRISES INC

Form 4

February 22, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICE DAVID

(Last) (First) (Middle)

1305 WEST AUTO DRIVE

(Street)

TEMPE, AZ 85284

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**INSIGHT ENTERPRISES INC
[NSIT]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/19/2008		M		16,667	A	\$ 18.53
Common Stock	02/19/2008		S		10,617	D	\$ 18.9283
Common Stock	02/19/2008		S		3,400	D	\$ 18.914
Common Stock	02/19/2008		S		500	D	\$ 18.91
Common Stock	02/19/2008		S		1,750	D	\$ 18.9145

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Common Stock	02/19/2008	S	400	D	\$ 18.935	0	D
Common Stock	02/19/2008	M	4,743	A	\$ 0	4,743	D
Common Stock	02/19/2008	S	4,743	D	\$ 18.9435	0	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.53	02/19/2008		M	16,667	05/06/2010 05/06/2010	Common Stock 16,667
Restricted Stock Unit	\$ 0	02/19/2008		M	4,743	<u>(1)</u> <u>(1)</u>	Common Stock 4,743

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICE DAVID 1305 WEST AUTO DRIVE TEMPE, AZ 85284	Chief Technology Officer

Signatures

David Rice 02/22/2008

**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) 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 which begin to vest on 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.

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