

FENTON STUART
Form 4
February 21, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FENTON STUART

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)
02/16/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President Insight EMEA/APAC

TEMPE, AZ 85283

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	02/16/2012		S	22,000	D 21.965 796	D	
					(1)		
Common Stock	02/20/2012		M	9,886	A \$ 0 10,682	D	
Common Stock	02/20/2012		M	17,796	A \$ 0 28,478	D	
Common Stock	02/20/2012		M	5,031	A \$ 0 33,509	D	
Common Stock	02/20/2012		M	15,095	A \$ 0 48,604	D	

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Common Stock	02/20/2012	M	2,730	A	\$ 0	51,334	D
Common Stock	02/20/2012	M	6,824	A	\$ 0	58,158	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/20/2012		M			9,886	(3)	(3)	Common Stock	9,886
Restricted Stock Units	(2)	02/20/2012		M			17,796	(4)	(4)	Common Stock	17,796
Restricted Stock Units	(2)	02/20/2012		M			5,031	(5)	(5)	Common Stock	5,031
Restricted Stock Units	(2)	02/20/2012		M			15,095	(6)	(6)	Common Stock	15,095
Restricted Stock Units	(2)	02/20/2012		M			2,730	(7)	(7)	Common Stock	2,730
Restricted Stock Units	(2)	02/20/2012		M			6,824	(8)	(8)	Common Stock	6,824
Restricted Stock Units	(2)	02/20/2012		A		9,099		(9)	(9)	Common Stock	9,099
Restricted Stok Units	(2)	02/20/2012		A		13,649		(10)	(10)	Common Stock	13,649

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENTON STUART 6820 SOUTH HARL AVENUE TEMPE, AZ 85283			President Insight EMEA/APAC	

Signatures

Mark N. Rogers, by Power of Attorney, For Stuart A.
Fenton

02/21/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.95 to \$21.98, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (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, 2009, with vesting to occur in three equal installments beginning February 20, 2010.
- (4) The restricted stock units were granted on February 20, 2009. The number of stock units increased with actual earnings per share (for the fiscal year ended December 31, 2009, on a consolidated non-GAAP diluted basis) and was greater than target earnings per share. Vesting occurs in three equal installments beginning February 20, 2010.
- (5) The restricted stock units were granted on February 20, 2010, with vesting to occur in three equal installments beginning February 20, 2011.
- (6) The restricted stock units were granted on February 20, 2010. The number of stock units increased with actual earnings per share (for the fiscal year ended December 31, 2010, on a consolidated non-GAAP diluted basis) and was greater than target earnings per share. Vesting occurs in three equal installments beginning February 20, 2011.
- (7) The restricted stock units were granted on February 20, 2011, with vesting to occur in four equal installments beginning February 20, 2012.
- (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, 2012.
- (9) The restricted stock units were granted on February 20, 2012, with vesting to occur in four equal installments beginning February 20, 2013.
- (10) 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, 2013.

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.