

ANDREWS STEVEN ROBERT

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 *
ANDREWS STEVEN ROBERT

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)
02/20/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Admin Offc, GC and Scty

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/20/2012		M		5,942	A	\$ 0	33,407 D
Common Stock	02/20/2012		F		1,732	D (1)	\$ 21.98	31,675 D
Common Stock	02/20/2012		M		10,696	A	\$ 0	42,371 D
Common Stock	02/20/2012		F		3,117	D (1)	\$ 21.98	39,254 D
Common Stock	02/20/2012		M		3,770	A	\$ 0	43,024 D

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Common Stock	02/20/2012	F	1,223	<u>D</u> (1)	\$ 21.98	41,801	D
Common Stock	02/20/2012	M	11,309	A	\$ 0	53,110	D
Common Stock	02/20/2012	F	3,296	<u>D</u> (1)	\$ 21.98	49,814	D
Common Stock	02/20/2012	M	2,045	A	\$ 0	51,859	D
Common Stock	02/20/2012	F	596	<u>D</u> (1)	\$ 21.98	51,263	D
Common Stock	02/20/2012	M	5,112	A	\$ 0	56,375	D
Common Stock	02/20/2012	F	1,490	<u>D</u> (1)	\$ 21.98	54,885	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	5,942	(3) (3)	Common Stock 5,942
Restricted Stock Units	(2)	02/20/2012		M	10,696	(4) (4)	Common Stock 10,696
Restricted Stock Units	(2)	02/20/2012		M	3,770	(5) (5)	Common Stock 3,770
Restricted Stock Units	(2)	02/20/2012		M	11,309	(6) (6)	Common Stock 11,309

Restricted Stock Units	(2)	02/20/2012	M	2,045	(7)	(7)	Common Stock	2,045
Restricted Stock Units	(2)	02/20/2012	M	5,112	(8)	(8)	Common Stock	5,112
Restricted Stock Units	(2)	02/20/2012	A	6,818	(9)	(9)	Common Stock	6,818
Restricted Stock Units	(2)	02/20/2012	A	10,226	(10)	(10)	Common Stock	10,226

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS STEVEN ROBERT 6820 SOUTH HARL AVENUE TEMPE, AZ 85283			Chief Admin Offc, GC and Scty	

Signatures

Mark N. Rogers, by Power of Attorney, for Steven R. Andrews

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) 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 or next preceding trading date in the case that the vesting date is a non-trading date.
- (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.

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- (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.

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