FENTON STUART
Form 4
February 21, 2012

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FENTON STUART

(Last) (First) (Middle)

6820 SOUTH HARL AVENUE

(Street)

TEMPE, AZ 85283

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2012

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)
President Insight EMEA/APAC

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	02/16/2012		S		22,000	D	$ 21.965 (1)	796	D	
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	

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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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.
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