

DXP ENTERPRISES INC

Form 5

February 10, 2014

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
VINSON DAVID C

(Last) (First) (Middle)

7272 PINEMONT DRIVE

(Street)

HOUSTON, TX 77040

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
DXP ENTERPRISES INC [DXPE]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20134. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Sr. V.P.

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
DXP Common Stock	08/10/2013 ⁽³⁾	Â	M4	1,000	A	\$ 0	11,232	D	Â
DXP Common Stock	10/28/2013 ⁽²⁾	Â	M4	1,000	A	\$ 0	12,232	D	Â
DXP Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	Â	3,022,860	I	By Self as Trustee

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
DXP Restricted Stock Units	\$ 0	10/28/2013	Â	M4	Â 1,000	Â (2) Â (2)	DXP Common Stock 1,000
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â Â	Â (4) Â (4)	DXP Common Stock 1,000
DXP Restricted Stock Units	\$ 0	08/10/2013	Â	M4	1,000 Â	Â (3) Â (3)	DXP Common Stock 1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VINSON DAVID C 7272 PINEMONT DRIVE HOUSTON, TX 77040	Â	Â	Â Sr. V.P.	Â

Signatures

David C. Vinson 02/10/2014
 **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) Reporting person is Trustee of Kacey Joyce Little 1988 Trust, Nicholas David Little 1988 Trust and Andrea Rae Little 1988 Trust.

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- (2) The terms of the grant provide for vesting in equal installments over five years on the anniversary date of the award. Award date: 10/28/2010
- (3) The terms of the grant provide for vesting in five equal installments on the anniversary of the grant date. Grant date 08/10/2011
- (4) The terms of the grant provide for vesting in three equal installments on the anniversary of the grant date. Grant date 02/29/2012

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.