

AMCON DISTRIBUTING CO
Form 4
November 23, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HINKEFENT ERIC J

2. Issuer Name and Ticker or Trading Symbol
AMCON DISTRIBUTING CO
[DIT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ROUTE 5, BOX 445
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - CNF and HFA

COWETA, OK 74429
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stok, par value \$.01 per share | 11/22/2012 | | M | | 467 A (2) 7,848 | D | |
| Common Stock, par value \$.01 per share | 11/22/2012 | | F | | 149 D (2) 7,699 | 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)

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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) | 8. Fair Market Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | (1) | | | | | (1) (1) | Common Stock | 1,200 (1) |
| Restricted Stock Units | (2) | 11/22/2012 | | M | 467 | (2) (2) | Common Stock | 467 (2) |
| Employee Stock Option | \$ 62.33 | | | | | (3) 10/23/2022 | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HINKEFENT ERIC J ROUTE 5, BOX 445 COWETA, OK 74429 | | | President - CNF and HFA | |

Signatures

Eric J. Hinkefent 11/22/2012
 **Signature of Date
 Reporting Person

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) Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs

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then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 1,800 RSU award on October 25, 2012, October 25, 2013, and October 25, 2014.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person.

- (2) Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 1,400 RSU award on November 22, 2011, November 22, 2012, and November 22, 2013. On the November 22, 2012 vesting date RSUs were settled for 467 shares of common stock, of which 149 shares were withheld to pay taxes applicable to such settlement. The Fair Market Value of the shares withheld to pay taxes was determined to be \$60.00 per share as of that date, which was the November 22, 2012 closing price for the common stock on NYSE MKT.
- (3) The stock option for 1,500 shares vests and is exercisable in three equal installments beginning October 23, 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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