

ODONNELL TERRENCE
 Form 4
 November 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 O'DONNELL TERRENCE

(Last) (First) (Middle)

13595 DULLES TECHNOLOGY DRIVE

(Street)

HERNDON, VA 20171-3413

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EPLUS INC [PLUS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/19/2008

4. 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)

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)
				(A) or (D) Price			
Common Stock	11/19/2008		M	10,000 A	\$ 9.313 16,422	D	
Common Stock	11/19/2008		S	5,000 D	\$ 9.6 11,422	D	
Common Stock	11/19/2008		S	5,000 D	\$ 9.65 6,422	D	

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

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number.

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.313	11/19/2008		M		10,000	11/20/1999	11/20/2008	Common Stock	10,000
Stock Option (Right to Buy)	\$ 9.125						11/19/2000	11/19/2009	Common Stock	10,000
Stock Option (Right to Buy)	\$ 6.86						11/30/2001	09/21/2011	Common Stock	10,000
Stock Option (Right to Buy)	\$ 7.9						11/30/2002	11/30/2011	Common Stock	10,000
Stock Option (Right to Buy)	\$ 7.14						11/20/2003	04/01/2013	Common Stock	10,000
Stock Option (Right to Buy)	\$ 15.25						09/19/2004	09/19/2013	Common Stock	10,000
Stock Option (Right to Buy)	\$ 10.75						09/15/2005	09/15/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 12.73						09/22/2006	09/22/2015	Common Stock	10,000

