

ANDREWS STEVEN ROBERT
Form 4
February 23, 2010

FORM 4

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

OMB APPROVAL

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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 *
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)
02/19/2010

____ Director _____ 10% Owner
 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)
 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	Price	
Common Stock	02/19/2010		S	6,250	D 13.2953	5,801	D
						<u>(1)</u>	
Common Stock	02/20/2010		M	5,943	A \$ 0	11,744	D
Common Stock	02/20/2010		F	2,139	D <u>(2)</u> \$ 13.25	9,605	D
Common Stock	02/20/2010		M	10,697	A \$ 0	20,302	D
Common Stock	02/20/2010		F	3,449	D <u>(2)</u> \$ 13.25	16,853	D

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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 Share
Restricted Stock Units	(3)	02/20/2010		M	5,943	(4) (4)	Common Stock 5,943
Restricted Stock Units	(3)	02/20/2010		M	10,697	(5) (5)	Common 10,697
Restricted Stock Units	(3)	02/20/2010		A	11,310	(6) (6)	Common 11,310
Restricted Stock Units	(3)	02/20/2010		A	16,961	(7) (7)	Common 16,961

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
02/23/2010

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.20 to \$13.37, 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.

(1) Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations. (2) The value of the vested shares (and the taxable income) is calculated based on the closing price on the vesting date or immediately preceding trading date in the case that the vesting date is a non-trading date.

(3) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.

(4) The restricted stock units were granted on February 20, 2009, with vesting to occur in three equal installments beginning February 20, 2010.

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.

(6) The restricted stock units were granted on February 20, 2010, with vesting to occur in three equal installments beginning February 20, 2011.

(7) The number of restricted stock units increases or decreases with actual earnings per share (for the fiscal year ending December 31, 2010, on a consolidated non-GAAP diluted basis) greater or less than target earnings per share, and the restricted stock units vest in three equal installments beginning February 20, 2011.

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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