

DXP ENTERPRISES INC  
 Form 5/A  
 February 20, 2015

**FORM 5**

**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).  
 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

1. Name and Address of Reporting Person \*  
**LITTLE DAVID R**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**DXP ENTERPRISES INC [DXPE]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**7272 PINEMONT DRIVE**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

**HOUSTON, TX 77040**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/18/2015**

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	Â	Â	Â	Â	Â	Â	1,398,423	D	Â
DXP Common Stock	04/15/2014	Â	G4	5,000	D	\$ 104.29	1,393,423	D	Â
DXP Common Stock	07/02/2014	Â	G4	2,912	D	\$ 75.4	1,390,511	D	Â

DXP  
Common Stock 12/29/2014 Â G4 1,900 D \$ 52.15 1,388,611 D Â

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â Â	Â (1)	Â (1)	DXP Common Stock	4,000
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â Â	Â (2)	Â (2)	DXP Common Stock	3,832
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â Â	Â (3)	Â (3)	DXP Common Stock	3,124
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â Â	Â (4)	Â (4)	DXP Common Stock	9,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE DAVID R	Â X	Â X	Â Chairman & CEO	Â

7272 PINEMONT DRIVE  
HOUSTON, TX 77040

## Signatures

David R. Little

02/20/2015

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 terms of the grant provide for vesting in equal amounts over ten years on the anniversary date of the grant. [Grant Date October 24, 2007 - 40,000 shares]
- (2) The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. [Grant date March 31, 2012 - 11,496 shares]
- (3) The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. [Grant date March 31, 2013 - 9,371 shares]
- (4) The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. [Grant date March 31, 2014 - 9,000 shares]

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.