

DXP ENTERPRISES INC
 Form 4
 November 09, 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 *
LITTLE DAVID R

(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. Date of Earliest Transaction
 (Month/Day/Year)
03/24/2010

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)
Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
DXP Common Stock					1,950,376	D	
DXP Common Stock	03/31/2010		M		3,227	A	\$ 0 ⁽²⁾
DXP Common Stock	07/31/2010		M		14,676	A	\$ 0 ⁽³⁾
DXP Common Stock	08/19/2010		G		2,000	D	\$ 20.05

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Stock								
DXP Common Stock	10/24/2010		M	4,000	A	\$ 0 ⁽¹⁾	1,970,279	D
DXP Common Stock	10/31/2010		M	20,659	A	\$ 0 ⁽⁴⁾	1,990,938	D
DXP Common Stock	11/04/2010		S	15,712	D	\$ 21.0584	1,975,226	D
DXP Common Stock	11/05/2010		S	76,208	D	\$ 21	1,899,018	D
DXP Common Stock	11/08/2010		S	8,080	D	\$ 21.0024	1,890,938	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
DXP Restricted Stock Units	\$ 0	10/24/2010		M		⁽¹⁾ ⁽¹⁾	DXP Common Stock 4,000
DXP Restricted Stock Units	\$ 0	03/31/2010		M		⁽²⁾ ⁽²⁾	DXP Common Stock 3,227
DXP Restricted Stock	\$ 0	07/31/2010		M ⁽³⁾		⁽³⁾ ⁽³⁾	DXP Common Stock 14,676

Units									
DXP Restricted Stock Units	\$ 0	10/31/2010	M	20,659	(4)	(4)	DXP Common Stock	20,659	
DXP Restricted Stock Units	\$ 0	03/24/2010	A	3,135	(5)	(5)	DXP Common Stock	3,135	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE DAVID R 7272 PINEMONT DRIVE HOUSTON, TX 77040	X	X	Chairman & CEO	

Signatures

David R. Little 11/09/2010

__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).
- (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, 2008.
- (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, 2009.
- (3) The terms of the grant provide for vesting in one year on the anniversary date of the grant. Grant date July 30, 2009.
- (4) The terms of the grant provide for vesting in one year on the anniversary date of the grant. Grant date October 31, 2009.
- (5) The terms of the grant provide for vesting in one year on the anniversary date of the grant. Grant date March 24, 2010.

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