

DXP ENTERPRISES INC
Form 5
February 19, 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 *
YEE KENT NEE HUNG

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

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)
Sr. Vice President

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 | | | | | | | 18,386 | D | |
| DXP Enterprises, Inc, | 02/28/2014 | | M4 | 537 | A | \$ 101.76 | 18,923 | D | |
| DXP Enterprises, Inc, | 03/03/2014 | | M4 | 6,973 | A | \$ 100.9 | 25,896 | D | |

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DXP Enterprises, Inc, 05/15/2014 Â P4 50 A \$ 64.5 25,946 D Â

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| DXP Restricted Stock Units | \$ 0 | 02/28/2014 | Â | M4 | Â 1,000 | | Â (2) | Â (2) | DXP Common Stock | 1,000 |
| DXP Restricted Stock Units | \$ 0 | 03/03/2014 | Â | M4 | Â 12,000 | | Â (1) | Â (1) | DXP Common Stock | 12,000 |
| DXP Restricted Stock Units | \$ 0 | Â | Â | Â | Â | Â | Â (3) | Â (3) | DXP Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YEE KENT NEE HUNG 7272 PINEMONT DRIVE HOUSTN, TX 77040 | Â | Â | Â Sr. Vice President | Â |

Signatures

Kent N. Yee 02/19/2015
 **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 five equal installments on the anniversary of the grant date. Grant date 03/03/2011.

(2) The terms of the grant provide for vesting in three equal installments on the anniversary of the grant date. Grant date 02/29/2012.

(3) The terms of the grant provide for vesting in five equal installments on the anniversary of the grant date. Grant date 02/19/2014

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.