

DXP ENTERPRISES INC  
Form 4  
August 11, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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)  
08/09/2016

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474  
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|

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| (Instr. 3)                 | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title            | Amount or Number of Shares |
|----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|------------------|----------------------------|
| DXP Restricted Stock Units | \$ 0                         |                  |            |  |      |   |     |     | (1)              | (1)             | DXP Common Stock | 4,000                      |
| DXP Restricted Stock Units | \$ 0                         |                  |            |  |      |   |     |     | (2)              | (2)             | DXP Common Stock | 3,000                      |
| DXP Restricted Stock Units | \$ 0                         |                  |            |  |      |   |     |     | (3)              | (3)             | DXP Common Stock | 1,000                      |
| DXP Restricted Stock Units | \$ 0                         | 08/09/2016       | A          | 51,000   |      |   |     |     | (4)              | (4)             | DXP Common Stock | 51,000                     |

## Reporting Owners

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

## Signatures

/s/ David Little                      08/11/2016

\*\*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, 2014 - 9,000 shares]
- (3)

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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, 2015 - 3,000 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 August 9, 2016 - 51,000 shares]

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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