

MCLEOD CHRISTOPHER R
Form 4
April 03, 2012

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 *
MCLEOD CHRISTOPHER R

2. Issuer Name and Ticker or Trading Symbol

Houston Wire & Cable CO [HWCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

03/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior VP Operations

10201 N. LOOP EAST

(Street)

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

HOUSTON, TX 77029

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/29/2012 | | M | 1,829 | A \$ 2.67 | 6,829 | D |
| Common Stock | 03/29/2012 | | F | 808 | D \$ 13.74 | 6,021 | D |
| Common Stock | 03/29/2012 | | M | 4,500 | A \$ 9.27 | 10,521 | D |
| Common Stock | 03/29/2012 | | F | 3,485 | D \$ 13.74 | 7,036 | D |
| Common Stock | 03/29/2012 | | M | 1,000 | A \$ 12.03 | 8,036 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option Grant (right to buy) | \$ 2.67 | 03/29/2012 | | M | 1,829 | 12/30/2010 12/30/2015 | Common Stock | 1,829 |
| Option Grant (right to buy) | \$ 9.27 | 03/29/2012 | | M | 4,500 | <u>(1)</u> 12/17/2018 | Common Stock | 4,500 |
| Option Grant (right to buy) | \$ 12.03 | 03/29/2012 | | M | 1,000 | <u>(2)</u> 12/14/2020 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLEOD CHRISTOPHER R 10201 N. LOOP EAST HOUSTON, TX 77029 | | | Senior VP Operations | |

Signatures

/s/ Christopher R. McLeod 04/03/2012

**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 option vests in five equal annual installments of 2,000 shares each, beginning December 17, 2009, followed by 12/17/10, 12/17/11, 12/17/12 and 12/17/13.
- (2) The option vests in five equal annual installments of 1,000 shares each, beginning December 14, 2011, followed by 12/14/12, 12/14/13, 12/14/14 and 12/14/15.

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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