

Fennessy Richard A
 Form 4
 February 03, 2009

FORM 4

**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).

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 *
 Fennessy Richard A

2. Issuer Name and Ticker or Trading Symbol
 INSIGHT ENTERPRISES INC
 [NSIT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1305 WEST AUTO DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

TEMPE, AZ 85284
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/01/2009 | | M | | 5,333 | A | \$ 0 |
| | | | | | | | 132,332 |
| | | | | | | | D ⁽¹⁾ |
| Common Stock | 02/01/2009 | | F | | 2,050 | D | \$ 5.18 |
| | | | | | | | 130,282 |
| | | | | | | | D |
| Common Stock | 02/01/2009 | | M | | 9,600 | A | \$ 0 |
| | | | | | | | 139,882 |
| | | | | | | | D |
| Common Stock | 02/01/2009 | | F | | 3,359 | D | \$ 5.18 |
| | | | | | | | 136,523 |
| | | | | | | | D |
| Common Stock | | | | | | | 34,200 |
| | | | | | | | I |
| | | | | | | | By Trust |

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | \$ 0 | 02/01/2009 ⁽³⁾ | | M | 5,333 | ⁽³⁾ / ⁽³⁾ | Common Stock | 5,333 |
| Restricted Stock Units | \$ 0 | 02/01/2009 ⁽⁴⁾ | | M | 9,600 | ⁽⁴⁾ / ⁽⁴⁾ | Common Stock | 9,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fennessy Richard A 1305 WEST AUTO DRIVE TEMPE, AZ 85284 | X | | President and CEO | |

Signatures

Richard A. Fennessy
02/03/2009

**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) This amount includes 23,500 shares previously reported as being held indirectly by IRA.

(2)

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Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations. The value of the vested shares (and the taxable income) is calculated based on the closing price on the vesting date or next preceding trading date in the case that the vesting date is a non-trading date.

- (3) The restricted stock units were granted on January 19, 2006, with vesting to occur in three equal installments beginning February 1, 2007.

The restricted stock units were granted on January 19, 2006. The number of restricted stock units increased with the actual earnings per

- (4) share (for the fiscal year ending December 31, 2006, on a consolidated non-GAAP diluted basis) and was greater than the target earnings per share. Vesting occurs in three equal installments beginning February 1, 2007.

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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