

INSIGHT ENTERPRISES INC

Form 4

February 23, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPEIDEL STEPHEN

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 W AUTO DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Information Officer

TEMPE, AZ 85284

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/19/2009		M		3,733	A \$ 0	13,650 D
Common Stock	02/19/2009		F		1,330	D \$ (1) 2.79	12,320 D

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

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SEC 1474
(9-02)

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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
Restricted Stock Units	\$ 0	02/19/2009 ⁽²⁾		M	3,733	⁽²⁾ ⁽²⁾	Common Stock 3,733
Restricted Stock Units	⁽³⁾	02/20/2009		A	17,827	⁽⁴⁾ ⁽⁴⁾	Common Stock 17,827
Restricted Stock Units	⁽³⁾	02/20/2009		A	26,741	⁽⁵⁾ ⁽⁵⁾	Common Stock 26,741

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPEIDEL STEPHEN 1305 W AUTO DRIVE TEMPE, AZ 85284			Chief Information Officer	

Signatures

Mark N. Rogers, by Power of Attorney, for Stephen Speidel

02/23/2009

 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) 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.

(2) The number of stock units increased with actual earnings per share (for the quarter ending December 31, 2007, on a consolidated non-GAAP diluted basis) greater than target earnings per shares, and the restricted stock units vest in three equal installments beginning February 19, 2008.

(3) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Insight Enterprises, Inc.

(4) The restricted stock units were granted on February 20, 2009, with vesting to occur in three equal installments beginning February 20, 2010.

(5)

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The number of restricted stock units increases or decreases with actual earnings per share (for the fiscal year ending December 31, 2009, on a consolidated non-GAAP diluted basis) greater or less than target earnings per share, and the restricted stock units vest in three equal installments beginning February 20, 2010.

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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