

ANDREWS STEVEN ROBERT  
Form 4  
February 23, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ANDREWS STEVEN ROBERT

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)  
6820 SOUTH HARL AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Admin Offc, GC and Scty

TEMPE, AZ 85283

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

(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	(D)	Price
Common Stock	02/19/2010		S		6,250	D	\$ 13.2953 (1)
Common Stock	02/20/2010		M		5,943	A	\$ 0 11,744
Common Stock	02/20/2010		F		2,139	D	\$ 13.25 9,605
Common Stock	02/20/2010		M		10,697	A	\$ 0 20,302
Common Stock	02/20/2010		F		3,449	D	\$ 13.25 16,853

Edgar Filing: ANDREWS STEVEN ROBERT - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (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 Share
Restricted Stock Units	(3)	02/20/2010		M	5,943	(4) (4)	Common Stock 5,943
Restricted Stock Units	(3)	02/20/2010		M	10,697	(5) (5)	Common 10,697
Restricted Stock Units	(3)	02/20/2010		A	11,310	(6) (6)	Common 11,310
Restricted Stock Units	(3)	02/20/2010		A	16,961	(7) (7)	Common 16,961

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS STEVEN ROBERT 6820 SOUTH HARL AVENUE TEMPE, AZ 85283			Chief Admin Offc, GC and Scty	

## Signatures

Mark N. Rogers, by Power of Attorney, for Steven R. Andrews  
02/23/2010

\*\*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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.20 to \$13.37, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(1) Insight Enterprises, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory tax withholding obligations. (2) The value of the vested shares (and the taxable income) is calculated based on the closing price on the vesting date or immediately preceding trading date in the case that the vesting date is a non-trading date.

(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.

The restricted stock units were granted on February 20, 2009. The number of stock units increased with actual earnings per share (for the fiscal year ended December 31, 2009, on a consolidated non-GAAP diluted basis) and was greater than target earnings per share. Vesting occurs in three equal installments beginning February 20, 2010.

(6) The restricted stock units were granted on February 20, 2010, with vesting to occur in three equal installments beginning February 20, 2011.

(7) The number of restricted stock units increases or decreases with actual earnings per share (for the fiscal year ending December 31, 2010, 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, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space 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.