

DAVIS CLETUS
Form 4
November 15, 2005

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 *
DAVIS CLETUS

(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)
11/15/2005

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)

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) | (A) or (D) | 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 | Price | | |
| DXP Common Stock | | | | | | 10,600 | D | |
| DXP Common Stock | 11/15/2005 | | M | | 3,000 | A \$ 13.81 | 13,600 | D |
| DXP Common Stock | 11/15/2005 | | M | | 1,000 | A \$ 13.81 | 14,600 | D |
| DXP Common Stock | 11/15/2005 | | M | | 10,000 | A \$ 13.81 | 24,600 | D |

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DXP
Common Stock 11/15/2005 M 10,000 A \$ 13.81 34,600 D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| DXP Common Stock Options | \$ 4.25 | 11/15/2005 | | M | 3,000 | 06/08/1999 06/08/2009 | DXP Common Stock 3,000 |
| DXP Common Stock Options | \$ 5 | 11/15/2005 | | M | 1,000 | 07/01/1999 07/01/2009 | DXP Common Stock 1,000 |
| DXP Common Stock Options | \$ 4.53 | 11/15/2005 | | M | 10,000 | 07/01/2004 07/01/2014 | DXP Common Stock 10,000 |
| DXP Common Stock Options | \$ 6.72 | 11/15/2005 | | M | 10,000 | 05/16/2005 05/16/2015 | DXP Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIS CLETUS 7272 PINEMONT DRIVE | X | | | |

HOUSTON, TX 77040

Signatures

Cletus Davis

11/15/2005

__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).

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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