

DXP ENTERPRISES INC  
Form 4  
December 20, 2012

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LITTLE DAVID R**

(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)  
**12/18/2012**

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)

Chairman & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| DXP<br>Common<br>Stock                | 12/18/2012                              |                                                             | G                                       | 2,000                                                                   | D                                                                                                                  | \$<br>46.28                                                          | 1,859,025 D                             |
| DXP<br>Common<br>Stock                | 12/19/2012                              |                                                             | G                                       | 250                                                                     | D                                                                                                                  | \$<br>47.44                                                          | 1,858,775 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                               | Amount<br>or<br>Number<br>of Shares |
| DXP<br>Restricted<br>Stock<br>Units                 | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       | (1)                                                            | (1)                                                                 | DXP<br>Common<br>Stock                              | 4,000                               |
| DXP<br>Restricted<br>Stock<br>Units                 | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       | (2)                                                            | (2)                                                                 | DXP<br>Common<br>Stock                              | 866                                 |
| DXP<br>Restricted<br>Stock<br>Units                 | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (3)                                                                 | DXP<br>Common<br>Stock                              | 11,496                              |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                |       |
|------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                            | Director      | 10% Owner | Officer        | Other |
| LITTLE DAVID R<br>7272 PINEMONT DRIVE<br>HOUSTON, TX 77040 | X             | X         | Chairman & CEO |       |

## Signatures

David R. Little 12/20/2012

\*\*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 terms of the grant provide for vesting in equal amounts over ten years on the anniversary date of the grant, October 24, 2008.

(2)

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The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. Grant date March 31, 2011

- (3) The terms of the grant provide for vesting in equal amounts over three years on the anniversary date of the grant. Grant date March 31, 2012

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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