

DXP ENTERPRISES INC
 Form 5
 February 18, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HAMLIN TODD
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
DXP ENTERPRISES INC [DXPE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

7272 PINEMONT DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President

HOUSTON, TX 77040

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
DXP Common Stock				(A) or (D) Price	20,813	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Amount of Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	Â (1)	Â (1)	DXP Common Stock	2,000
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	Â (2)	Â (2)	DXP Common Stock	1,000
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	Â (3)	Â (3)	DXP Common Stocki	1,000
DXP Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	Â (4)	Â (4)	DXP Common Stocki	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMLIN TODD 7272 PINEMONT DRIVE HOUSTON, TX 77040	Â	Â	Â Sr. Vice President	Â

Signatures

Todd Hamlin 02/18/2015
 **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 five equal installments on the anniversary date of the grant. Grant date 10/28/2010.

(2) The terms of the grant provide for vesting in five equal installments on the anniversary date of the grant. Grant date 8/10/2011.

(3) The terms of the grant provide for vesting in three equal installments on the anniversary date of the grant. Grant date 2/29/2012.

(4) The terms of the grant provide for vesting in five equal installments on the anniversary date of the grant. Grant date 02/19/2014.

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