

LITTLE DAVID R
Form 4/A
August 14, 2018

FORM 4

**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).

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 *
LITTLE DAVID R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7272 PINEMONT DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

HOUSTON, TX 77040
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/13/2018

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) | 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 |
| DXP Common Stock | 03/31/2018 | | A | | 3,750 | A | \$ 0 |
| | | | | | | | 1,281,466 ⁽¹⁾ |
| DXP Common Stock | 08/01/2018 | | G | V | 6,525 | D | \$ 0 |
| | | | | | | | 1,331,855 ⁽²⁾ |
| DXP Common Stock | 08/09/2018 | | F | | 4,139 | D | \$ 47.67 |
| | | | | | | | 1,327,716 ⁽³⁾ |
| DXP Common | 08/10/2018 | | S | | 50,000 | D | \$ 48.41 |
| | | | | | | | 1,277,716 |

Stock

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)

| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/ David Little 08/13/2018

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 three years on the anniversary date of the grant. [Grant Date March 31, 2018 - 3,750 shares]. Grant awarded but previously not reported.
- (2) This number also includes 34,000 shares of common stock remaining of the grant of 51,000 shares of restricted stock granted on August 9, 2016. These shares were previously reported in Table II.
- (3) The reporting person surrendered these shares to satisfy tax withholding obligations resulting from vesting of restricted stock.

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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