SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

| L | | | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | |
| | Estimated average burden | | | | | | | |
| | hours per response: | 0.5 | | | | | | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>MCGRATH TIMOTHY J</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>PC CONNECTION INC</u> [CNXN] | | tionship of Reporting Pe all applicable) Director | 10% Owner |
|--|---------|----------|---|------------------------|---|---------------------------------|
| (Last) 730 MILFORD | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/22/2023 | X | Officer (give title below) President & C | Other (specify below) CEO |
| (Street) MERRIMACK | NH | 03054 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person | porting Person |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant t satisfy the affirmative defense conditions of Rule 10b5-1(c). See I | | | an that is intended to |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, | | ction Instr. | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Following | Form: Direct | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|-----------------|------|-----------------|------------------------------|---------------|-------------------------------|---|--------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 08/22/2023 | | S | | 20,310 | D | \$52.77 ⁽¹⁾ | 297,306 | D | |
| Common Stock | 08/23/2023 | | S | | 15,155 | D | \$53.3 ⁽²⁾ | 282,151 | D | |

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. Transa Code (8) | | of Deriv Secu Acqu (A) of Dispo of (D) (Instr | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ate | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--|---|---------------------|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.29 to \$53.23 per share, inclusive. The reporting person undertakes to provide PC Connection, Inc., any security holder of PC Connection, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

2. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.85 to \$53.60 per share, inclusive. The reporting person undertakes to provide PC Connection, Inc., any security holder of PC Connection, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

Remarks:

/s/Timothy J. McGrath

** Signature of Reporting Person Da

08/24/2023 Date

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

* 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.

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 Number.