SEC Form 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
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1. Name and Addres	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol PC CONNECTION INC [CNXN]		ationship of Reporting (all applicable) Director	on(s) to Issuer 10% Owner						
(Last) 730 MILFORD F	(First) ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/27/2022	X	Officer (give title below) Chairman & Chie	f Adı	Other (specify below) min Officer					
(Street) MERRIMACK (City)	NH (State)	03054 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Form filed by One Form filed by More Person	Repor	ting Person					
	Table L. Non-Derivative Securities Acquired Disposed of or Beneficially Owned											

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

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	06/27/2022		S		1,853(1)	D	\$ 44.87 ⁽²⁾	2,100,510	D	
Common Stock	06/28/2022		S		1,990(1)	D	\$44.36 ⁽³⁾	2,098,520	D	
Common Stock	06/28/2022		S		410(1)	D	\$45.04(4)	2,098,110	D	
Common Stock								7,144,962	Ι	By Estate ⁽⁵⁾
Common Stock								290,133	Ι	By Spouse ⁽⁶⁾
Common Stock								5,000,000	Ι	By Trust ⁽⁷⁾

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

(-3)															
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)		d 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 16, 2021.

2. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.325 to \$45.14 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.

3. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.92 to \$44.89 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

4. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.01 to \$45.18 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

5. These shares are held directly by the Estate of David McLellan Hall (the Estate), for which the reporting person serves as executor. The reporting person is also the beneficiary of trusts which will receive the balance of the Estate

6. The reporting person disclaims beneficial ownership of these securities, except to the extent of such person's pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

7. These shares are held directly by the Comack Trust, a grantor retained annuity trust formed under the laws of the State of New Hampshire. The reporting person is the sole trustee and sole annuitant of the Comack Trust.

Remarks:

/s/Timothy J. McGrath, attorney-in-fact for Patricia **Gallup**

06/29/2022

** Signature of Reporting Person 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.