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).
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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

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hours per response:	0.5

1	s of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol PC CONNECTION INC [CNXN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
MCGRATH 1	<u>IIMUTHY J</u>		()		Director	10% Owner			
(Last) (First)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
	, , , , , , , , ,		08/08/2017		President & (CEO			
730 MILFORD	ROAD								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6 Indiv	idual or Joint/Group Filing	(Check Applicable			
(Street)				Line)		(Oneon Applicable			
MERRIMACK	NH	03054		X	Form filed by One Repo	orting Person			
					Form filed by More than	One Reporting			
(City)	(State)	(Zip)			Person	. •			
			1	•					

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)	Transaction Code (Instr.		4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)	
Common Stock	08/08/2017		М		25,000	Α	\$0.00	253,517	D		
Common Stock	08/08/2017		F		10,488(1)	D	\$26.74	243,029	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		6. Date Exerc Expiration Da (Month/Day/Y	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				
Restricted Stock units ⁽²⁾	(2)	08/08/2017		М		25,000		(3)	(3)	Common Stock	25,000	\$0	0	D	

Explanation of Responses:

1. PC Connection, Inc. has withheld the number of whole shares necessary to satisfy the minimum statutory withholding obligations.

2. The restricted stock units convert into common stock on a one-for-one basis.

3. The restricted stock units were granted under the PC Connection, Inc. Amended and Restated 2007 Stock Incentive Plan on August 8, 2011 with the following vesting schedule: 25,000 shares vesting on 8/8/2014; 25,000 shares vesting on 8/8/2015; 25,000 shares vesting on 8/8/2016; and 25,000 shares vesting on 8/8/2017.

<u>/s/G. William Schulze,</u> <u>attorney-in-fact for Timothy J.</u> 08/09/2017 <u>McGrath</u>

** 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.