SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person [*] MCGRATH TIMOTHY J					2. Issuer Name and Ticker or Trading Symbol <u>PC CONNECTION INC</u> [CNXN]							eck all applie Directo	cable) or		Owner			
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 09/01/2023								Officer (give title Other (s below) below) President & CEO				
					4. If Am	endment, Date	of Original	Filed	(Month/Da	ay/Ye	ar)	6. In Line)		Filing (Check			
(Street) MERRIN	MACK N	ACK NH 03054										2	-	iled by Mo	e Reporting Pe re than One Re			
(City)	(State)	(Zip)		Rule	Rule 10b5-1(c) Transaction Indication												
Check this box to indicate that a transaction was made pursuar satisfy the affirmative defense conditions of Rule 10b5-1(c). Se													on or writter	n plan that is inte	nded to			
		Tab	le I - Nor	n-Deriv	ative Se	ecurities Ac	quired,	Dis	posed o	of, o	r Ben	eficial	ly Owned	ł				
1. Title of Security (Instr. 3) Date (Month)			saction Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Yea	Code	Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			Benefici Owned F	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership				
						Code	v	Amount		(A) or (D)	Price	Reported Transact (Instr. 3	tion(s)		(Instr. 4)			
Common Stock				09/0	1/2023		М		8,000)	Α	\$0.00) 290),151	D			
Common Stock				09/0	1/2023		F		3,148	3	D	\$53.8	3 287	7,003	D			
Common Stock				09/0	1/2023		М		7,000)	А	\$0.00) 294	, 003	D			
Common Stock 09/01					1/2023		F		2,755	5	D	\$53.8	3 291	,248	D			
		1				urities Acq ls, warrants							Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative		3A. Deeme Execution if any (Month/Da	Date, Transact Code (In			6. Date Expiration (Month/Da	n Date	Amount of		ecurity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned	Ownersl Form:	Beneficial Ownership			

		Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Di (Month/Day/)		Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units	(1)	09/01/2023		М			7,000	(2)	(2)	Common Stock	7,000	\$0.00	34,000	D		
Restricted Stock Units	(1)	09/01/2023		М			8,000	(3)	(3)	Common Stock	8,000	\$0.00	16,000	D		

Explanation of Responses:

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

2. The restricted stock units were granted under the PC Connection, Inc. Amended and Restated 2007 Stock Incentive Plan on March 1, 2016; 7,000 of the shares vested on September 1, 2023, and the remaining shares are scheduled to vest as follows: 12,000 shares on September 1, 2024; 7,000 shares on September 1, 2025; 10,000 shares on September 1, 2027. 3. The restricted stock units were granted under the PC Connection, Inc. Amended and Restated 2007 Stock Incentive Plan on October 30, 2014; 8,000 of the shares vested on September 1, 2023, and the remaining shares are scheduled to vest 8,000 shares annually on September 1, 2024 through September 1, 2025.

Remarks:



09/05/2023 ** 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.

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