SEC Form 4

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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

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1. Name and Address of Reporting Person MCGRATH TIMOTHY J	on*	2. Issuer Name and Ticker or Trading Symbol <u>PC CONNECTION INC</u> [CNXN]		tionship of Reporting Pe all applicable) Director	10% Owner
(Last) (First) 730 MILFORD ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2018	x	Officer (give title below) President &	Other (specify below) CEO
(Street) MERRIMACK NH (City) (State)	03054 (Zip)	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

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)		Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	08/01/2018		М		20,000	Α	\$ <mark>0</mark>	227,207	D	
Common Stock	08/01/2018		F		6,543 ⁽¹⁾	D	\$33.99	220,664	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 Exercisable and Expiration Date (Month/Day/Year)		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)	08/01/2018		М		20,000		(3)	(3)	Common Stock	20,000	\$0	20,000	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 November 12, 2012 with the following vesting schedule; 40,000 shares vesting on 8/1/13; 30,000 shares vesting on 8/1/14; 25,000 shares vesting on 8/1/15; 20,000 shares vesting on 8/1/16, 8/1/17, and 8/1/18; and 10,000 shares vesting on 8/1/19 and 8/1/20.

> 08/03/2018 /s/Timothy J. McGrath ** 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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