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

ON	OMB APPROVAL		

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	ss of Reporting Perso	on*	2. Issuer Name and Ticker or Trading Symbol PC CONNECTION INC [CNXN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
GALLUP PATRICIA				X	Director	Х	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)		Other (specify below)		
730 MILFORD ROAD		. ,	12/17/2021		Chairman & Chie	nin Officer			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group I	iling (Check Applicable		
MERRIMACK	NH	03054		X	Form filed by One I	Report	ting Person		
					Form filed by More	than (One Reporting		
(City)	(State)	(Zip)			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)	3. 4. Securities Acquired (A) or Transaction Disposed Of (D) (Instr. 3, 4 and 5) 8) 8			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)		(insu. 4)
Common Stock	12/17/2021		G	v	275,000 ⁽¹⁾	D	\$0.00 ⁽¹⁾	7,265,191	D	
Common Stock	12/17/2021		G	v	25,000 ⁽²⁾	D	\$0.00 ⁽²⁾	7,240,191	D	
Common Stock	12/17/2021		G	v	275,000(1)	A	\$0.00 ⁽¹⁾	290,133	Ι	By Spouse ⁽¹⁾
Common Stock	12/20/2021		S		330 ⁽³⁾	D	\$43.14(4)	7,239,861	D	
Common Stock	12/20/2021		S		4,069 ⁽³⁾	D	\$42.54(5)	7,235,792	D	

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

	(0.9.) parts, character, oparticle, control and contained,														
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)		5. Number of Expiration Dat Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ite	Amount of			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. This transaction involved a gift of securities by the reporting person to her spouse. 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.

2. This transaction involved a gift of securities by the reporting person to a charity. The reporting person disclaims beneficial ownership of the shares held by the charity.

3. 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.

4. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.05 to \$43.31 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. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.08 to \$42.96 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:

<u>/s/Timothy J. McGrath,</u> <u>attorney-in-fact for Patricia</u>

Gallup

12/21/2021

** 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.