SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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05

hours per response:

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 Report	0	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 X 10% Owner					
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) below)					
730 MILFORD ROAD		07/12/2022	Chairman & Chief Admin Officer					
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
MERRIMACK NH	03054		X Form filed by One Reporting 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. Transaction Code (Instr. 8)		4. Securities Disposed Of			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	07/12/2022		S		1,707 ⁽¹⁾	D	\$43.97 ⁽²⁾	2,091,197	D	
Common Stock	07/13/2022		S		2,000 ⁽¹⁾	D	\$43.15 ⁽³⁾	2,089,197	D	
Common Stock								7,144,962	Ι	By Estate ⁽⁴⁾
Common Stock								290,133	Ι	By Spouse ⁽⁵⁾
Common Stock					-			5,000,000	Ι	By Trust ⁽⁶⁾

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed		6. Date Exerc Expiration Da (Month/Day/Y	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	of (D (Insti and s	r. 3, 4	Date Expiration Exercisable Date		Amount or Number of Title Shares			Transaction(s) (Instr. 4)		

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 \$43.46 to \$44.44 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 \$42.835 to \$43.34 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. 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.

5. 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.

6. 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**

** Signature of Reporting Person Date

07/14/2022

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.