
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

PC CONNECTION, INC.

(Name of Issuer)

Common Stock par value \$.01 per share

(Title of Class of Securities)

69318J100

(CUSIP Number)

Patricia Gallup

David Hall

1998 PC Connection Voting Trust

PC Connection, Inc.

Rt. 101A, 730 Milford Road

Merrimack, New Hampshire 03054

(603) 683-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 15, 2004

(Date of Event, Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f), or 13d-1(g), check the following box.

1 Names of Reporting Persons
Patricia Gallup
I.R.S. Identification for Nos. of Above Persons

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power 530,000
	8) Shared Voting Power 16,338,188
	9) Sole Dispositive Power 8,699,094
	10) Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
8,699,094

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
34.79% ⁽¹⁾

14 Type of Reporting Person
IN

⁽¹⁾ Based upon 25,007,577 shares of PC Connection, Inc. Common Stock outstanding on April 23, 2004.

1 Names of Reporting Persons
David Hall
I.R.S. Identification for Nos. of Above Persons

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power 313,500
	8) Shared Voting Power 16,338,188
	9) Sole Dispositive Power 8,482,594
	10) Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
8,482,594

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
33.92%⁽¹⁾

14 Type of Reporting Person
IN

⁽¹⁾ Based upon 25,007,577 shares of PC Connection, Inc. Common Stock outstanding on April 23, 2004.

1 Names of Reporting Persons
1998 PC Connection Voting Trust
I.R.S. Identification for Nos. of Above Persons

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power 16,338,188 ⁽¹⁾
	8) Shared Voting Power 0
	9) Sole Dispositive Power 0
	10) Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
0

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
65.33%⁽²⁾

14 Type of Reporting Person
OO

⁽¹⁾ Based upon 25,007,577 shares of PC Connection, Inc. Common Stock outstanding on April 23, 2004.

⁽²⁾ See Item 6.

Item 1. Security and Issuer.

The securities to which this Schedule relates are shares of common stock, par value \$0.01 per share (“Common Stock”), of PC Connection, Inc., a Delaware corporation (the “Issuer”). The Issuer’s principal executive offices are at Rt. 101A, 730 Milford Road Merrimack, New Hampshire 03054.

Item 2. Identity and Background.

(a) - (f) This Schedule is filed on behalf of Patricia Gallup, with a principal place of business and principal office located at Rt. 101A, 730 Milford Road Merrimack, New Hampshire 03054. The principal occupation of Ms. Gallup is President and Chief Executive Officer of the Issuer. During the last five years, Ms. Gallup has not been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors). During the last five years, Ms. Gallup has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such proceeding was or is subject to a judgment, decree, or final order enjoining future violation of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Ms. Gallup is a US citizen.

This Schedule is filed on behalf of David Hall, with a principal place of business and principal office located at Rt. 101A, 730 Milford Road Merrimack, New Hampshire 03054. The principal occupation of Mr. Hall is Vice Chairman of the Issuer. During the last five years, Mr. Hall has not been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors). During the last five years, Mr. Hall has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such proceeding was or is subject to a judgment, decree, or final order enjoining future violation of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Hall is a US citizen.

This Schedule is filed on behalf of the 1998 PC Connection Voting Trust, with a principal place of business and principal office located at Rt. 101A, 730 Milford Road Merrimack, New Hampshire 03054. During the last five years, the 1998 PC Connection Voting Trust has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such proceeding was or is subject to a judgment, decree, or final order enjoining future violation of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. The 1998 PC Connection Voting Trust is governed by US law.

Item 3. Source and Amount of Funds or Other Consideration.

Ms. Gallup and Mr. Hall founded the Company and each principally holds founder’s stock.

Item 4. Purpose of Transaction.

Ms. Gallup has no plans or proposals that relate to or would result in any of the events described in paragraphs (a) through (j) of this Item. Mr. Hall has no plans or proposals that relate to or would result in any of the events described in paragraphs (a) through (j) of this Item.

Item 5. Interest in Securities of the Issuer.

(a)-(b) Ms. Gallup beneficially owns 8,714,094 shares of Common Stock, representing 34.8% of Common Stock as of the date of filing this statement. This amount includes 15,000 shares of Common Stock held by Ms. Gallup’s spouse, as to which Ms. Gallup disclaims beneficial ownership. Ms. Gallup has sole power to vote or direct the vote and dispose or direct the disposition as to 8,699,094 shares. Mr. Hall beneficially owns 8,482,594 shares of Common Stock, representing 33.9% of Common Stock as of the date of filing this statement. Mr. Hall has sole power to vote or direct the vote and dispose or direct the disposition as to all such shares. The 1998 PC Connection Voting Trust has the sole power to vote 16,338,188 shares of Common Stock.

(c) See Schedule 5(c) attached hereto.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings, or Relationships With Respect to Securities of the Issuer.

In connection with the Issuer's initial public offering in March 1998, Patricia Gallup and David Hall placed substantially all of the shares of Common Stock that they beneficially owned immediately prior to the public offering into a Voting Trust (the "Voting Trust") of which they serve as co-trustees. The terms of the Voting Trust require that both Ms. Gallup and Mr. Hall, as co-trustees, must agree as to the manner of voting the shares of Common Stock held by the Voting Trust in order for the shares to be voted. Each of Ms. Gallup and Mr. Hall may transfer shares of Common Stock for value to unaffiliated third parties. Any shares so transferred will no longer be subject to the Voting Trust and an equal number of the non-transferring co-trustee's shares will be released from the Voting Trust. Transfers by either of Ms. Gallup or Mr. Hall in excess of 75,000 shares in any 90-day period, or that would decrease the shares held by the Voting Trust to less than a majority of the outstanding shares, will be subject to a right of first refusal to the other. The Voting Trust will terminate when it holds less than 10% of the outstanding shares of Common Stock or at the death of both co-trustees. In addition, in the event of the death or incapacity of either co-trustee, or when either of Ms. Gallup or Mr. Hall holds less than 25% of the beneficial interest held by the other in the Voting Trust, the other will become the sole trustee of the Voting Trust with the right to vote all the shares held by the Voting Trust.

Item 7. Material to be Filed as Exhibits.

Exhibit 1. Joint Filing Agreement, dated as of April 23, 2004, by and among the Reporting Parties.

Exhibit 2. Form of 1998 PC Connection Voting Trust Agreement among the Registrant, Patricia Gallup individually and as a trustee, and David Hall individually and as trustee (Incorporated by reference from the exhibits filed with the Company's registration statement (333-41171) on Form S-1 filed under the Securities Act of 1933).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 23, 2004

By: /s/ Patricia Gallup

Patricia Gallup

Date: April 23, 2004

By: /s/ David Hall

David Hall

1998 PC Connection Voting Trust

Date: April 23, 2004

By: /s/ Patricia Gallup

Patricia Gallup, as Trustee

Date: April 23, 2004

By: /s/ David Hall

David Hall, as Trustee

PC Connection, Inc.

Date: April 23, 2004

By: /s/ Mark Gavin

Mark Gavin

EXHIBIT INDEX

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AGREEMENT

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of the shares of common stock of PC Connection, Inc.

EXECUTED as a sealed instrument this 23rd day of April 2004.

By: /s/ Patricia Gallup

Patricia Gallup

By: /s/ David Hall

David Hall

1998 PC Connection Voting Trust

By: /s/ Patricia Gallup

Patricia Gallup, as Trustee

By: /s/ David Hall

David Hall, as Trustee

PC Connection, Inc.

By: /s/ Mark Gavin

Mark Gavin

Schedule 5(c)

As of August 29, 2003, Mr. David Hall entered into a selling program, whereby periodically shares of Common Stock of PC Connection, Inc. held by Mr. Hall individually and not by the 1998 PC Connection Voting Trust are sold in the open market. The following table lists Mr. Hall's sales of Common Stock for the last 60 days:

<u>Date of Sale</u>	<u>Shares of PC Connection, Inc. Sold</u>	<u>Price Per Share</u>
April 22, 2004	640	\$ 7.84
April 22, 2004	300	\$ 7.83
April 22, 2004	200	\$ 7.87
April 22, 2004	200	\$ 7.86
April 22, 2004	200	\$ 7.95
April 22, 2004	100	\$ 7.94
April 22, 2004	100	\$ 7.99
April 22, 2004	100	\$ 8.31
April 22, 2004	100	\$ 8.27
April 22, 2004	100	\$ 8.00
April 22, 2004	60	\$ 8.05
April 22, 2004	100	\$ 8.03
April 22, 2004	100	\$ 8.01
April 22, 2004	379	\$ 8.07
April 22, 2004	100	\$ 8.08
April 22, 2004	100	\$ 8.16
April 22, 2004	100	\$ 7.93
April 22, 2004	21	\$ 8.09

April 20, 2004	174	\$7.8685
April 20, 2004	100	\$ 7.90
April 20, 2004	726	\$ 7.96
April 20, 2004	200	\$ 7.97
April 20, 2004	100	\$ 7.989
April 20, 2004	400	\$ 7.98
April 20, 2004	200	\$ 7.975
April 20, 2004	74	\$ 7.91
April 20, 2004	26	\$ 7.86
April 20, 2004	100	\$ 7.84
April 20, 2004	200	\$ 8.04
April 20, 2004	100	\$ 8.06
April 20, 2004	100	\$ 8.01
April 20, 2004	100	\$ 8.00
April 20, 2004	100	\$7.9738
April 20, 2004	200	\$ 7.99
April 20, 2004	100	\$ 8.08
April 15, 2004	300	\$7.5767
April 15, 2004	100	\$ 7.93
April 15, 2004	100	\$ 7.88
April 15, 2004	200	\$ 7.81
April 15, 2004	100	\$ 7.39
April 15, 2004	100	\$ 7.37
April 15, 2004	100	\$ 7.77

April 15, 2004	100	\$ 7.70
April 15, 2004	200	\$ 7.72
April 15, 2004	100	\$ 7.75
April 15, 2004	100	\$ 7.76
April 15, 2004	200	\$ 7.78
April 15, 2004	100	\$ 7.59
April 15, 2004	100	\$ 7.46
April 15, 2004	200	\$ 7.58
April 15, 2004	100	\$ 7.53
April 15, 2004	300	\$ 7.54
April 15, 2004	300	\$ 7.52
April 15, 2004	100	\$ 7.35
April 15, 2004	100	\$ 7.50
April 13, 2004	100	\$ 8.35
April 13, 2004	200	8.395
April 13, 2004	100	\$ 8.40
April 13, 2004	400	\$ 8.44
April 13, 2004	400	\$ 8.43
April 13, 2004	700	\$ 8.45
April 13, 2004	200	\$ 8.425
April 13, 2004	200	\$ 8.42
April 13, 2004	100	\$ 8.47
April 13, 2004	100	\$ 8.46
April 13, 2004	200	\$ 8.41

April 13, 2004	300	\$ 8.50
April 8, 2004	900	\$ 8.45
April 8, 2004	1,000	\$ 8.50
April 8, 2004	300	\$ 8.52
April 8, 2004	100	\$ 8.57
April 8, 2004	100	\$ 8.53
April 8, 2004	100	\$ 8.49
April 8, 2004	200	\$ 8.47
April 8, 2004	300	\$ 8.46
April 6, 2004	100	\$ 7.96
April 6, 2004	200	\$ 7.99
April 6, 2004	17	\$ 8.10
April 6, 2004	183	\$ 8.15
April 6, 2004	700	\$ 8.12
April 6, 2004	300	\$ 8.13
April 6, 2004	1,100	\$ 8.14
April 6, 2004	200	\$ 8.18
April 6, 2004	100	\$ 8.16
April 6, 2004	100	\$ 8.00
April 1, 2004	123	\$7.7987
April 1, 2004	100	\$ 7.82
April 1, 2004	141	\$ 7.80
April 1, 2004	100	\$ 7.86
April 1, 2004	82	\$ 7.90

April 1, 2004	41	\$ 7.85
April 1, 2004	100	\$ 7.81
April 1, 2004	200	\$ 7.91
April 1, 2004	200	\$ 7.90
April 1, 2004	300	\$ 7.73
April 1, 2004	400	\$ 7.70
April 1, 2004	500	\$ 7.74
April 1, 2004	200	\$ 7.76
April 1, 2004	220	\$ 7.75
April 1, 2004	41	\$ 7.78
April 1, 2004	100	\$ 7.88
April 1, 2004	152	\$ 7.71
March 30, 2004	187	\$ 7.94
March 30, 2004	60	\$ 7.95
March 30, 2004	200	\$ 7.97
March 30, 2004	100	\$ 7.98
March 30, 2004	100	\$ 7.99
March 30, 2004	600	\$ 8.00
March 30, 2004	600	\$ 8.01
March 30, 2004	559	\$ 8.02
March 30, 2004	300	\$ 8.03
March 30, 2004	100	\$ 8.031
March 30, 2004	152	\$ 8.04
March 30, 2004	42	\$ 8.06

March 25, 2004	500	\$ 7.07
March 25, 2004	600	\$7.2517
March 25, 2004	400	\$ 7.23
March 25, 2004	1,400	\$ 7.00
March 25, 2004	100	\$ 7.00
March 23, 2004	700	\$ 7.00
March 23, 2004	2,000	\$ 7.001
March 23, 2004	300	\$7.0033
March 18, 2004	455	\$ 7.00
March 18, 2004	45	\$ 7.00
March 16, 2004	100	\$ 7.11
March 16, 2004	200	\$ 7.12
March 16, 2004	200	\$ 7.125
March 16, 2004	300	\$ 7.13
March 16, 2004	100	\$ 7.14
March 16, 2004	198	\$ 7.15
March 16, 2004	100	\$ 7.16
March 16, 2004	300	\$ 7.20
March 16, 2004	100	\$ 7.23
March 16, 2004	200	\$ 7.30
March 16, 2004	700	\$ 7.31
March 16, 2004	200	\$ 7.315
March 16, 2004	100	\$ 7.32
March 16, 2004	2	\$ 7.34

March 11, 2004	100	\$7.7545
March 11, 2004	100	\$ 7.82
March 11, 2004	100	\$ 7.87
March 11, 2004	100	\$ 7.94
March 11, 2004	100	\$ 7.80
March 11, 2004	100	\$ 7.65
March 11, 2004	700	\$ 7.76
March 11, 2004	300	\$ 7.78
March 11, 2004	500	\$ 7.75
March 11, 2004	200	\$ 7.79
March 11, 2004	100	\$ 7.77
March 11, 2004	100	\$ 7.71
March 11, 2004	100	\$ 7.69
March 11, 2004	100	\$ 7.52
March 11, 2004	100	\$7.7558
March 11, 2004	100	\$ 7.60
March 11, 2004	100	\$ 7.57
March 9, 2004	200	\$ 7.91
March 9, 2004	100	\$ 7.94
March 9, 2004	200	\$ 8.01
March 9, 2004	700	\$ 8.02
March 9, 2004	300	\$ 8.03
March 9, 2004	100	\$8.0317
March 9, 2004	200	\$ 8.04

March 9, 2004	200	\$ 8.05
March 9, 2004	200	\$ 8.07
March 9, 2004	100	\$ 8.08
March 9, 2004	100	\$ 8.10
March 9, 2004	100	\$ 8.14
March 9, 2004	100	\$ 8.31
March 9, 2004	100	\$ 8.32
March 9, 2004	64	\$ 8.40
March 9, 2004	100	\$ 8.42
March 9, 2004	136	\$8.4479
March 4, 2004	100	\$ 8.48
March 4, 2004	100	\$8.4972
March 4, 2004	200	\$ 8.57
March 4, 2004	1,000	\$ 8.70
March 4, 2004	100	\$8.7022
March 4, 2004	300	\$ 8.71
March 4, 2004	100	\$8.7107
March 4, 2004	300	\$ 8.72
March 4, 2004	200	\$ 8.73
March 4, 2004	200	\$ 8.74
March 4, 2004	300	\$ 8.76
March 4, 2004	100	\$ 8.87
March 2, 2004	100	\$ 8.27
March 2, 2004	300	\$ 8.28

March 2, 2004	200	\$ 8.29
March 2, 2004	200	\$ 8.30
March 2, 2004	300	\$ 8.31
March 2, 2004	200	\$ 8.32
March 2, 2004	100	\$ 8.34
March 2, 2004	100	\$ 8.36
March 2, 2004	100	\$ 8.40
March 2, 2004	388	\$8.4077
March 2, 2004	300	\$ 8.41
March 2, 2004	200	\$ 8.42
March 2, 2004	100	\$ 8.43
March 2, 2004	212	\$ 8.46
March 2, 2004	200	\$8.5255
February 26, 2004	155	\$8.5335
February 26, 2004	100	\$ 8.56
February 26, 2004	100	\$ 8.57
February 26, 2004	200	\$ 8.58
February 26, 2004	300	\$ 8.60
February 26, 2004	100	\$ 8.606
February 26, 2004	54	\$ 8.61
February 26, 2004	100	\$ 8.63
February 26, 2004	100	\$ 8.64
February 26, 2004	391	\$ 8.65
February 26, 2004	200	\$ 8.66

February 26, 2004	200	\$ 8.685
February 26, 2004	200	\$ 8.701
February 26, 2004	200	\$ 8.71
February 26, 2004	100	\$ 8.72
February 26, 2004	100	\$ 8.721
February 26, 2004	100	\$ 8.75
February 26, 2004	100	\$ 8.76
February 24, 2004	100	\$ 8.26
February 24, 2004	100	\$ 8.27
February 24, 2004	100	\$ 8.34
February 24, 2004	100	\$ 8.39
February 24, 2004	100	\$ 8.40
February 24, 2004	100	\$ 8.43
February 24, 2004	100	\$ 8.47
February 24, 2004	100	\$ 8.50
February 24, 2004	100	\$ 8.51
February 24, 2004	300	\$ 8.60
February 24, 2004	100	\$ 8.61
February 24, 2004	100	\$ 8.62
February 24, 2004	200	\$ 8.64
February 24, 2004	100	\$8.6484
February 24, 2004	500	\$ 8.67
February 24, 2004	100	\$8.6787
February 24, 2004	50	\$ 8.68

February 24, 2004	250	\$8.70
February 24, 2004	200	\$8.71
February 24, 2004	100	\$8.73
February 24, 2004	100	\$8.76