Oliver Gregory Stephen Form 5 February 03, 2010

**DXP** 

Stock **DXP** 

Stock

Common

Common

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08/24/2009

09/28/2009

**S4** 

**S4** 

1,000

1.200

D

4,320

4,320

D

D

**OMB APPROVAL** 

#### FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Oliver Gregory Stephen Symbol DXP ENTERPRISES INC [DXPE] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director 10% Owner X \_ Officer (give title 12/31/2009 Other (specify below) below) 7272 PINEMONT DRIVE V.P. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) HOUSTON, TXÂ 77040 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Transaction (A) or Disposed of (D) Securities Ownership Indirect Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price DXP Â 4,320 Â Common 06/03/2009 **S4** 2,094 D D Stock

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DXP Common Stock	11/20/2009	Â	S4	1,200	D	\$ 11.9 4,320	D	Â
DXP Common Stock	12/21/2009	Â	S4	800	D	\$ 12.3 4,320	D	Â
DXP Common Stock	12/31/2009	Â	S4	500	D	\$ 12.93 4,320	D	Â

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

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 control number.

SEC 2270 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exer Expiration D		7. Title and A Underlying S		8. Pr
Security	or Exercise	(Month Bay) Tear)	any	Code	of	(Month/Day/		(Instr. 3 and		Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ					(Inst
	Derivative Security				Securities Acquired					
	Security				(A) or					
					Disposed					
					of (D) (Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	TT'.1	or	
						Exercisable	Date	Title	Number of	
					(A) (D)				Shares	
DXP								DVD		
Restricted	\$ 0	Â	Â	Â	Â	(1)	(1)	DXP Common	8,000	
Stock	ΨΟ	А	А	Λ	А А	A <u>·</u>	$A \stackrel{\checkmark}{=}$	Stock	0,000	
Units								Dioon		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
Oliver Gregory Stephen 7272 PINEMONT DRIVE HOUSTON, Â TXÂ 77040	Â	Â	V.P.	Â		

## **Signatures**

Gregory Stephen 02/03/2010

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\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* 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).
- (1) The terms of the grant provide for vesting in equal installments over five years on the anniversary of grant date, February 28, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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