Edgar Filing: EPLUS INC - Form 4

EPLUS INC

Form 4 April 03, 2013	2											
									OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5	er STATE N	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: Estimated a burden hou response	irs per	
obligation may contin	Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type Ro	esponses)											
ODONNELL TERRENCE Symbol				Name and Ticker or Trading INC [EPLUS]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)(First)(Middle)3. Date of 100000000000000000000000000000000000				-					XDirector10% Owner Officer (give titleOther (specify below) below)			
(Street) 4. If Amene Filed(Month				ndment, Date Original h/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HERNDON,	VA 20171-341	3							Form filed by I Person			
(City)	(State)	(Zip)	Table	e I - Non-	-De	rivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	med on Date, if Day/Year)	Code (Instr. 8	3)	4. Securit nAcquired Disposed (Instr. 3, Amount	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/01/2013			А		356 <u>(1)</u>	А	\$0	20,156	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

			Relationships						
Reporting Owner Name / Address		Director	10% Owner	Officer	Other				
ODONNELL TERRENCE 13595 DULLES TECHNO HERNDON, VA 20171-34	Х								
Signatures									
/s/ Terrence O'Donnell	04/03/2013								

<u>**</u>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).

On April 1, 2013, Mr. O'Donnell, a director of ePlus, was issued 356 restricted shares of common stock of the Company (the "Restricted Shares"). The Restricted Shares were issued pursuant to Mr. O'Donnell's election to receive the Restricted Shares in lieu of cash compensation as permitted under the Company's 2008 Non-Employee Director Long Term Incentive Plan (the "Plan"). The Restricted

(1) Compensation as permitted under the company's 2008 rom-Employee Director Eong renn incentive run (the run). The Restricted Shares are subject to a Restriction Period beginning on the issue date and ending on the first anniversary of issuance for one-half of the Restricted Shares, and ending on the second anniversary of the issuance for the remaining one half of the Restricted Shares (the "Restriction Period"). As more fully described in the Plan, under certain circumstances the restrictions may lapse.

Note: File three copies of this Form, one of which must be manually signed. If space 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.