**EPLUS INC** Form 4 March 03, 2009

## FORM 4

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

**OMB** Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

**SECURITIES** 

1(b).

(City)

(State)

(7:n)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PARKHURST KLEYTON L Issuer Symbol **EPLUS INC [PLUS]** (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title 13595 DULLES TECHNOLOGY 03/02/2009 below) below) DRIVE Senior VP, Asst. Secy. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting HERNDON, VA 20171-3413 Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	4. Securit	ed of (		5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
(Ilisti. 3)		any (Month/Day/Year)	(Instr. 8)		(A) or	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/02/2009		Code V S	Amount 500	(D)	\$ 10.954	62,500	D	
Common Stock	03/02/2009		S	24,500	D	\$ 10.95	38,000	D	
Common Stock	03/02/2009		S	25,000	D	\$ 10.851	13,000	D	

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

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#### number.

# 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to buy)	\$ 7.75					<u>(1)</u>	08/11/2009	Common Stock	20,000	
Employee Stock Option (Right to buy)	\$ 17.38					(2)	09/13/2010	Common Stock	30,000	
Employee Stock Option (Right to buy)	\$ 6.97					(2)	06/28/2012	Common Stock	30,000	

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			

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PARKHURST KLEYTON L
13595 DULLES TECHNOLOGY DRIVE Senior VP, Asst. Secy.

HERNDON, VA 20171-3413

# **Signatures**

Kleyton L. Parkhurst 03/03/2009

\*\*Signature of Date
Reporting Person

Reporting Owners 2

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## **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) All shares vested on 12/15/99.
- (2) 3-year vesting schedule: 20% of shares vested at the end of the first year; 30% of shares vested at the end of the second year; and 50% of the shares vested at the end of the third year.

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.