

DXP ENTERPRISES INC
Form 4
June 06, 2005

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
HALTER TIMOTHY P

2. Issuer Name and Ticker or Trading Symbol
DXP ENTERPRISES INC [dxpe]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7272 PINEMONT DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

HOUSTON, TX 77040

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Price			
DXP Common Stock					79,431	D	
DXP Common Stock	06/06/2005	06/06/2005	S	2,500 D \$ 7.91	76,931	D	
DXP Common Stock	06/06/2005	06/06/2005	S	400 D \$ 8.06	76,531	D	
DXP Common Stock	06/06/2005	06/06/2005	S	2,100 D \$ 7.85	74,431	D	

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DXP
Common Stock 06/06/2005 06/06/2005 S 3,620 D \$ 7.85 70,811 D

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

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(9-02)

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 of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Principal or Other Amount of Securities (Instr. 3 and 4)
DXP Common Stock Option	\$ 4.53					07/01/2004 07/01/2014	DXP Common Stock 10,000	
DXP Common Stock Option	\$ 6.72					05/16/2005 05/16/2015	DXP Common Stock 10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALTER TIMOTHY P 7272 PINEMONT DRIVE HOUSTON, TX 77040		X		

Signatures

Timothy P. Halter 06/06/2005
Date

Signature of
Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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