

EPLUS INC

Form 4

September 11, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAULDERS C THOMAS III

(Last) (First) (Middle)

**13595 DULLES TECHNOLOGY
DRIVE**

(Street)

HERNDON, VA 20171-3413

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EPLUS INC [PLUS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/10/2012		M		4,800	A	\$ 7.14	17,105 D
Common Stock	09/10/2012		S		4,800	D	\$ 34.5589 (1)	12,305 D
Common Stock	09/11/2012		M		5,200	A	\$ 7.14	17,505 D
Common Stock	09/11/2012		S		5,200	D	\$ 34.5028 (2)	12,305 D

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

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SEC 1474
(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 7.14	09/10/2012		M	4,800	11/20/2003	04/01/2013	Common Stock		10,000
Stock Option (right to buy)	\$ 7.14	09/11/2012		M	5,200	11/20/2003	04/01/2013	Common Stock		5,200
Stock Option (right to buy)	\$ 15.25					09/19/2004	09/19/2013	Common Stock		10,000
Stock Option (right to buy)	\$ 10.75					09/15/2005	09/15/2014	Common Stock		10,000
Stock Option (right to buy)	\$ 12.73					09/22/2006	09/22/2015	Common Stock		10,000

Reporting Owners

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

FAULDERS C THOMAS III
13595 DULLES TECHNOLOGY DRIVE X
HERNDON, VA 20171-3413

Signatures

/s/ C. Thomas
Faulders 09/11/2012

 **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).

The transaction was executed in multiple trades at prices ranging from \$34.50 to \$34.95 per share, inclusive. The price reported above
(1) reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold and prices at which the transaction was effected.

The transaction was executed in multiple trades at prices ranging from \$34.00 to \$34.90 per share, inclusive. The price reported above
(2) reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold and prices at which the transaction was effected.

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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