

DXP ENTERPRISES INC
Form 4
May 19, 2005

FORM 4

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

OMB APPROVAL

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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)
05/09/2005

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)
			Code	V	Amount	(A) or (D)	Price
DXP Common Stock					13,431	D	
DXP Common Stock	05/09/2005	05/10/2005	M		50,000	A	\$ 0.65
DXP Common Stock	05/09/2005	05/10/2005	M		5,000	A	\$ 1.23
DXP Common Stock	05/09/2005	05/10/2005	M		1,000	A	\$ 1.2

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DXP
Common Stock 05/09/2005 05/10/2005 M 10,000 A \$ 1.4 79,431 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
DXP Common Stock Options	\$ 0.65	05/09/2005		M		50,000		05/02/2001	05/02/2011	DXP Common Stock	50,000
DXP Common Stock Options	\$ 1.23	05/09/2005		M		5,000		07/02/2001	07/02/2006	DXP Common Stock	5,000
DXP Common Stock Options	\$ 1.2	07/01/2002		M		1,000		07/01/2002	07/01/2012	DXP Common Stock	1,000
DXP Common Stock Options	\$ 1.4	05/09/2005		M		10,000		07/01/2003	07/01/2013	DXP Common Stock	10,000
DXP Common Stock Options	\$ 4.53							07/01/2004	07/01/2014	DXP Common Stock	10,000
DXP Common Stock Options	\$ 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	05/19/2005
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<u> </u> Signature of Reporting Person	Date
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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).

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.