Edgar Filing: PFSWEB INC - Form 4

| PFSWEB IN | С | | | | | | | | | |
|--|---|--------------------------------|---|--------------------------------|---------------|---|---------------------------|---------------------------------------|------------------------|--|
| Form 4 | _ | | | | | | | | | |
| June 05, 2013 | | | | | | | | | | |
| FORM | $ 4 _{\text{UNITED S}}$ | TATES SECI | DITIES A | ND EV(| TT A 1 | NCEO | COMMISSION | | PROVAL | |
| _ | UNITEDS | | ashington, | | | NGE (| 201011011551010 | OMB Number: | 3235-0287 | |
| Check thi | s box | •• | asnington, | D.C. 20. | 547 | | | | January 31, | |
| if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSH | | | | | NERSHIP OF | Expires: 2005 | | | | |
| subject to Section 10 | | SECURITIES | | | | | | Estimated average burden hours per | | |
| Form 4 or | | | | | | | | response 0.5 | | |
| Form 5 | Filed purs | suant to Section | 16(a) of th | e Securit | ies E | xchang | e Act of 1934, | · | | |
| obligatior may conti | | | • | • | - · | | f 1935 or Section | n | | |
| See Instru | | 30(h) of the | nvestment | Compan | y Act | t of 194 | 40 | | | |
| 1(b). | | | | | | | | | | |
| (Print or Type R | (esponses) | | | | | | | | | |
| (The of Type is | (coponises) | | | | | | | | | |
| 1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading 5. Relationship of R | | | | | | | | Reporting Pers | Reporting Person(s) to | |
| REILLY JA | MES F | | Symbol | | | | Issuer | | | |
| | PFSW | PFSWEB INC [PFSW] | | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction | | | | (Check an applicable) | | | |
| | (Month | (Month/Day/Year) | | | | _X_ Director 10% Owner | | | | |
| C/O PFSWE | EB, 505 MILLEN | NIUM 06/05 | 2013 | | | | Officer (give below) | title Othe below) | er (specify | |
| | 4 If A | 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 | | | | |
| ALLEN, TX | 75013 | | | | | | Form filed by M Person | Iore than One Re | porting | |
| (City) | (State) (| Zip) Te | | | | 4:00 A 00 | | e an Danafiaial | les Oenne d | |
| | | 12 | | | | - | uired, Disposed of | | - | |
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, | 3. f Transactiv | | | | | 6. Ownership Form: Direct | | |
| (Instr. 3) | (Wondiv Day / Tear) | any | Transaction(A) or Disposed of Code (D) | | | | (D) or | Beneficial | | |
| | | (Month/Day/Yea | (Instr. 8) | (Instr. 8) (Instr. 3, 4 and 5) | | | | Indirect (I) | Ownership | |
| | | | | | | | Following Reported | (Instr. 4) | (Instr. 4) | |
| | | | | | (A) | | Transaction(s) | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common | 06/05/2012 | 06/05/2012 | | | | \$ | 20.512 | D | | |
| Stock | 06/05/2013 | 06/05/2013 | M V | 2,128 | A | 3.24 | 20,512 | 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. Number prof 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 8 Underlying Securities (Instr. 3 and 4) 5 | |
|---|---|---|---|--|---|--|--------------------|--|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to buy | \$ 3.24 | 06/05/2013 | 06/05/2013 | M V | 2,128 | 06/06/2003 | 06/05/2013 | Common Stock | 2,128 |

Reporting Owners

| Reporting Owner Name / Address | | | | | |
|---|----------|----------|-----------|---------|-------|
| | | Director | 10% Owner | Officer | Other |
| REILLY JAMES F C/O PFSWEB, 505 MI ALLEN, TX 75013 | LLENNIUM | Х | | | |
| Signatures | | | | | |
| /s/ James F Reilly | 06/05/20 |)13 | | | |
| <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).

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.

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