

AMCON DISTRIBUTING CO
Form 4
October 23, 2015

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 *
Plummer Andrew Charles

2. Issuer Name and Ticker or Trading Symbol
AMCON DISTRIBUTING CO
[DIT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18325 JEFFERSON ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO and Secretary

OMAHA, NE 68135
(City) (State) (Zip)

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

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			
Common Stock, par value \$.01 per share	10/21/2015		M	683 A (2)	11,075	D	
Common Stock, par value \$.01 per share	10/22/2015		M	683 A (3)	11,758	D	
Common Stock, par value \$.01 per share	10/23/2015		M	900 A (4)	12,658	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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(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. Price or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)					(1)	(1)	Common Stock	2,050 (1)
Restricted Stock Units	(2)	10/21/2015		M	683	(2)	(2)	Common Stock	1,367 (2) \$ 0
Restricted Stock Units	(3)	10/22/2015		M	683	(3)	(3)	Common Stock	684 (3) \$ 0
Restricted Stock Units	(4)	10/23/2015		M	900	(4)	(4)	Common Stock	0 (4) \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Plummer Andrew Charles 18325 JEFFERSON ST OMAHA, NE 68135			CFO and Secretary	

Signatures

Andrew C Plummer 10/23/2015

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).

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the total original 2,050 RSU award on October 20, 2016, October 20, 2017, and October 20, 2018.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the total original 2,050 RSU award (781 RSUs awarded on October 21, 2014 and 1,269 RSUs awarded on December 19, 2014) on October 21, 2015, October 21, 2016, and October 21, 2017. On the October 21, 2015 vesting date RSUs were settled for 683 shares of common stock.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 2,050 RSU award on October 22, 2014, October 22, 2015, and October 22, 2016. On the October 22, 2015 vesting date RSUs were settled for 683 shares of common stock.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 2,700 RSU award on October 23, 2013, October 23, 2014, and October 23, 2015. On the October 23, 2015 vesting date RSUs were settled for 900 shares of common stock.

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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