

Plummer Andrew Charles
Form 4
October 28, 2011

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 *
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)
10/25/2001

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

OMAHA, NE 68135

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	10/26/2011		M		1,250	A	<u>11</u> 4,500
						D	

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

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SEC 1474
(9-02)

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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	Amount or Number of Shares
Restricted Stock Units	(1)	10/26/2011		M	1,250	(1) (1)	Common Stock	1,250 (1)
Restricted Stock Units	(2)					(2) (2)	Common Stock	1,600 (2)
Restricted Stock Units	(3)	10/25/2011		A	2,200 (3)	(3) (3)	Common Stock	2,200 (3)

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
10/28/2011
**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 Restricted Stock Units ("RSUs") provide the reporting person with the right to receive, subject to being employed on the applicable vesting date (the "Settlement Date"), (i) an amount of cash equal to the per share Fair Market Value of the Issuer's common stock as of the Settlement Date multiplied by the number of shares underlying the RSUs then becoming vested and held by the reporting person or
- (1) (ii) a number of shares of common stock equal to the whole number of shares underlying the RSUs then becoming vested and held by the reporting person, as elected by the reporting person. Subject to earlier forfeiture under certain limited circumstances, the RSUs vest as to one-third of the 3,750 RSU award on November 26, 2010, October 26, 2011 and October 26, 2012. RSUs were settled for 1,250 shares of the Issuer's common stock on the October 26, 2011 settlement date.

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- (2) The Restricted Stock Units ("RSUs") provide the reporting person with the right to receive, subject to being employed on the applicable vesting date (the "Settlement Date"), (i) an amount of cash equal to the per share Fair Market Value of the Issuer's common stock as of the Settlement Date multiplied by the number of shares underlying the RSUs then becoming vested and held by the reporting person or (ii) a number of shares of common stock equal to the whole number shares underlying the RSUs then becoming vested and held by the reporting person, as elected by the reporting person. Subject to earlier forfeiture under certain limited circumstances, the RSUs vest as to one-third of the 1,600 RSu award on November 22, 2011, November 22, 2012, and November 22, 2013.

- (3) The Restricted Stock Units ("RSUs") provide the reporting person with the right to receive, subject to being employed on the applicable vesting date (the "Settlement Date"), (i) an amount of cash equal to the per share Fair Market Value of the Issuer's common stock as of the Settlement Date multiplied by the number of shares underlying the RSUs then becoming vested and held by the reporting person or (ii) a number of shares of common stock equal to the whole number of shares underlying the RSU's then becoming vested and held by the reporting person, as elected by the reporting person. Subject to earlier forfeiture under certain limited circumstances, the RSUs vest as to one-third of the 2,200 RSU award on October 25, 2012, October 25, 2013 and October 25, 2014.

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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