Edgar Filing: EPLUS INC - Form 4

EPLUS INC

Form 4											
March 13, 2006											
FORM 4	SECUD	TTIES A						OMB APPROVAL			
		RITIES AND EXCHANGE COMMISSION ashington, D.C. 20549					OMB Number:	3235-0287			
Check this box if no longer										January 31, 2005	
subject to Section 16. Form 4 or				GES IN I SECUR		ICIA	L OWN	ERSHIP OF	Estimated a burden hour response	verage	
Form 5 obligations may continue. See Instruction 1(b). 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 Respor	nses)										
PARKHURST KLEYTON L Sym			2. Issuer Name and Ticker or Trading Symbol EPLUS INC [PLUS]					5. Relationship of Reporting Person(s) to Issuer			
(Last) ((First) (Mi	iddle)		Earliest Tr	_			(Check	k all applicable)		
				Day/Year)				Director 10% Owner X_ Officer (give title Other (specify below) below) SVP, Treasurer, Asst. Sec.			
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
HERNDON, VA	20171-3413							Form filed by Mo Person	ore than One Rep	oorting	
(City) (S	(State) (Z	Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Dat any (Month/Day/Year)			Date, if	Code (Instr. 3, 4 and 5)				Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common 03/0 Stock	08/2006			М	1,000	А	\$ 6.4	14,000	D		
Common 03/0 Stock	08/2006			М	1,000	D	\$ 14.175	13,000	D		

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

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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. Transactic Code (Instr. 8)	Secur Acqui (A) or	rivative ities ired sed of . 3, 4,	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
Stock Option	\$ 6.4						<u>(1)</u>	09/01/2006	Common Stock	100,000
Stock Option	\$ 11.5						<u>(1)</u>	02/05/2008	Common Stock	100,000
Stock Option	\$ 8.75						<u>(1)</u>	09/16/2008	Common Stock	50,000
Stock Option	\$ 7.75						<u>(1)</u>	08/11/2009	Common Stock	20,000
Stock Option	\$ 17.38						<u>(1)</u>	09/13/2010	Common Stock	30,000
Stock Option	\$ 10.87						<u>(1)</u>	02/16/2010	Common Stock	50,000
Stock Option	\$ 6.4	03/08/2006		М		1,000	<u>(1)</u>	09/01/2006	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
PARKHURST KLEYTON L C/O EPLUS INC. 13595 DULLES TECHNOLOGY DR HERNDON, VA 20171-3413	IVE		SVP, Treasurer, Asst. Sec.					
Signatures								
/s/ KLEYTON L. PARKHURST	03/13/2006							

**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).
- (1) Option subject to vesting under the Company's employee benefit plans, which contain vesting periods of one to five years from date of grant.

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.