

AMCON DISTRIBUTING CO  
Form 4  
November 25, 2011

**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 \*  
**HINKEFENT ERIC J**

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)  
  
ROUTE 5, BOX 445  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/22/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President - CNF and HFA**

COWETA, OK 74429  
  
(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	11/22/2011		M		466	A	(1) 6,643
Common Stock, par value \$.01 per share	11/22/2011		F		148	D	(1) 6,495

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**

SEC 1474 (9-02)

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)

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 of Derivative Security (Instr. 5)
Restricted Stock Units	(1)	11/22/2011		M	466	(1) (1)	Common Stock	934 (1)
Restricted Stock Units	(2)					(2) (2)	Common Stock	700 (2)
Restricted Stock Units	(3)					(3) (3)	Common Stock	1,800 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HINKEFENT ERIC J ROUTE 5, BOX 445 COWETA, OK 74429			President - CNF and HFA	

## Signatures

Eric J. Hinkefent                      11/25/2011  
 \_\_Signature of                      Date  
 Reporting Person

## 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) 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

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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, the RSUs vest as to one-third of the 1,400 RSU award on November 22, 2011, November 22, 2012, and November 22, 2013. On the November 22, 2011 vesting date RSUs were settled for 466 shares of common stock, of which 148 shares were withheld to pay taxes applicable to such settlement. The Fair Market Value of the shares withheld to pay taxes was determined to be \$62.44 per share as of that date, which was the closing price for the common stock on NYSE Amex Equities.

- 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
  - (2) 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, the RSUs vest as to one-third of the 2,100 RSU award on November 26, 2010, October 26, 2011 and October 26, 2012.

- 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
  - (3) 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, the RSUs vest as to one-third of the 1,800 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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