

ATAYAN CHRISTOPHER H
Form 4
July 06, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ATAYAN CHRISTOPHER H

(Last) (First) (Middle)

C/O AMCON DISTRIBUTING
COMPANY, 515 NORTH STATE
STREET, SUITE 2650

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	06/30/2009		P	102,964	A \$ 38.84	118,019	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.**

SEC 1474
(9-02)

Edgar Filing: ATAYAN CHRISTOPHER H - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Convertible Preferred Stock, par value \$.01/share	\$ 24.65 <u>(1)</u>							10/08/2004	<u>(2)</u>	Common Stock	8,113 <u>(1)</u> (3)
Employee Stock Option (right to buy)	\$ 18 <u>(1)</u>							<u>(4)</u>	12/12/2016	Common Stock	25,000 <u>(1)</u>
Series A Convertible Preferred Stock, par value \$.01/share	\$ 30.31 <u>(1)</u>	06/30/2009		P		20,000		08/05/2004	<u>(5)</u>	Common Stock	16,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATAYAN CHRISTOPHER H C/O AMCON DISTRIBUTING COMPANY 515 NORTH STATE STREET, SUITE 2650 CHICAGO, IL 60654	X	X	CEO and Vice Chairman	

Signatures

Andrew C. Plummer, Attorney-in-Fact for Christopher H. Atayan
07/02/2009

 **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) The applicable conversion and exercise price and number of shares issuable on conversion or exercise are subject to anti-dilution adjustments.

- (2) The Issuer may redeem the Series B Convertible Preferred Stock, at its option, commencing on October 9, 2006 and, at the option of the holder, must be redeemed upon a change of control, as defined in the Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed.

- (3) Pursuant to an agreement among the Reporting Person, another individual (the "Second Participant"), and the holder of the Series B Convertible Preferred Stock, the holder has granted to the Reporting Person and the Second Participant a 20% participation interest in any capital gains realized by the holder from its investment in the Issuer, to be shared equally by the Reporting Person and the Second Participant. As a result of such participation interest, the Reporting Person may be deemed to have a pecuniary interest in such stock for purposes of 16a(2)(i) under the Securities Exchange Act of 1934. The Reporting Person does not possess the power to vote or dispose of the Series B Convertible Preferred Stock or to direct the vote or disposition of such stock, and disclaims any beneficial interest in such stock in excess of such pecuniary interest.

- (4) The stock option vests and is exercisable in three equal annual installments beginning December 12, 2007.

- (5) The Issuer may redeem the Series A Convertible Preferred Stock, at its option, commencing on June 17, 2006 and, at the option of the holder, must be redeemed upon a change of control, as defined in the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed.

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.