

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
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* ATAYAN CHRISTOPHER H		2. Issuer Name and Ticker or Trading Symbol AMCON DISTRIBUTING CO dit		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and Chairman							
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2014								
C/O AMCON DISTRIBUTING 7405 IRVINGTON RD											
(Street) OMAHA NE 68122			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (A or (D)) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)	
Common Stock , par value \$.01 per share		10/22/ 2014		M		3,300	A	(1)	171,152	D	
Common Stock , par value \$.01 per share		10/23/ 2014		M		3,700	A	(2)	174,852	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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SEC 1474 (9-02)

FORM 4 (continued)
**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)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	10/22/2014		M			3,300	(1)	(1)	Common Stock	6,600 (1)	\$0.00	6,600 (1)	D	
Restricted Stock Units	(2)	10/23/2014		M			3,700	(2)	(2)	Common Stock	3,700 (2)	\$0.00	3,700 (2)	D	
Restricted Stock Units	(3)							(3)	(3)	Common Stock	3,567 (3)		3,567 (3)	D	
Employee Stock Option (Right to buy)	\$18							(4)	12/12/2016	Common Stock	25,000		25,000	D	
Series A Convertible	\$30.31							8/5/2004	(5)	Common Stock	82,481		100,000	D	
Preferred Stk, par value \$.01															
per share															
Series B Convertible	\$24.65							10/8/2004	(6)	Common Stock	8,113.5		8,000	D	
Preferred Stk, par value \$.01															
per share															

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Explanation of Responses:

See attached "FOOTNOTES" page.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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Andrew C Plummer atty-in-fact for
Christopher H Atayan
** Signature of Reporting Person

10/24/2014
Date

- 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 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 9,900 RSU award on October 22, 2014, October 22, 2015, and October 22, 2016. On the October 22, 2014 vesting date RSUs were settled for 3,300 shares of common stock.
- 2 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 11,100 RSU award on October 23, 2013, October 23, 2014, and October 23, 2015. On the October 23, 2014 vesting date RSUs were settled for 3,700 shares of common stock.
- 3 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 10,700 RSU award on October 25, 2012, October 25, 2013, and October 25, 2014.
- 4 The stock option for 25,000 shares vests and is exercisable in three equal annual installments beginning December 12, 2007.
- 5 Series A Convertible Preferred Stock may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the Series A Convertible Preferred Stock. 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.
- 6 Series B Convertible Preferred Stock may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the Series B Convertible Preferred Stock. 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.