

INGRAM MICRO INC
Form 4
February 22, 2007

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 *
INGRAM MARTHA R

2. Issuer Name and Ticker or Trading Symbol
INGRAM MICRO INC [IM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O INGRAM INDUSTRIES
INC., ONE BELLE MEADE PLACE
4400 HARDING ROAD

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

(Street)

NASHVILLE, TN 37205

(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 | | |
| Class A Common Stock | 02/21/2007 | | M | | 16,000 A \$ 12.125 | 751,834 ⁽¹⁾ | D |
| Class A Common Stock | 02/21/2007 | | S | | 3,300 D \$ 20.17 | 748,534 ⁽¹⁾ | D |
| Class A Common Stock | 02/21/2007 | | S | | 3,600 D \$ 20.18 | 744,934 ⁽¹⁾ | D |
| Class A Common Stock | 02/21/2007 | | S | | 900 D \$ 20.14 | 744,034 ⁽¹⁾ | D |

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Common
Stock

Class A
Common Stock 02/21/2007 S 2,200 D \$ 20.19 741,834 ⁽¹⁾ D

Class A
Common Stock 02/21/2007 S 1,100 D \$ 20.2 740,734 ⁽¹⁾ D

Class A
Common Stock 02/21/2007 S 1,600 D \$ 20.16 739,134 ⁽¹⁾ D

Class A
Common Stock 02/21/2007 S 3,200 D \$ 20.15 735,934 ⁽¹⁾ D

Class A
Common Stock 02/21/2007 S 100 D \$ 20.21 735,834 ⁽¹⁾ 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)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to purchase ⁽²⁾ | \$ 12.125 | 02/21/2007 | | M | 1,250 | 12/01/1999 10/31/2007 | Class A Common | 1,250 |
| Options to purchase ⁽²⁾ | \$ 12.125 | 02/21/2007 | | M | 1,250 | 01/01/2000 10/31/2007 | Class A Common | 1,250 |

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| | | | | | | | | | |
|--------------------------------|-----------|------------|---|-------|------------|------------|----------------|-------|----|
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 02/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 03/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 04/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 05/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 06/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 07/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 08/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 09/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 10/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 1,250 | 11/01/2000 | 10/31/2007 | Class A Common | 1,250 | \$ |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 83 | 12/01/1999 | 10/31/2007 | Class A Common | 83 | \$ |
| | \$ 12.125 | 02/21/2007 | M | 83 | 01/01/2000 | 10/31/2007 | | 83 | \$ |

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| | | | | | | | | | |
|--------------------------------|-----------|------------|---|----|------------|------------|--|----------------|----|
| Options to purchase <u>(2)</u> | | | | | | | | Class A Common | |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 83 | 02/01/2000 | 10/31/2007 | | Class A Common | 83 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 83 | 03/01/2000 | 10/31/2007 | | Class A Common | 83 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 83 | 04/01/2000 | 10/31/2007 | | Class A Common | 83 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 83 | 05/01/2000 | 10/31/2007 | | Class A Common | 83 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 83 | 06/01/2000 | 10/31/2007 | | Class A Common | 83 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 83 | 07/01/2000 | 10/31/2007 | | Class A Common | 83 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 84 | 08/01/2000 | 10/31/2007 | | Class A Common | 84 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 84 | 09/01/2000 | 10/31/2007 | | Class A Common | 84 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 84 | 10/01/2000 | 10/31/2007 | | Class A Common | 84 |
| Options to purchase <u>(2)</u> | \$ 12.125 | 02/21/2007 | M | 84 | 11/01/2000 | 10/31/2007 | | Class A Common | 84 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INGRAM MARTHA R C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE 4400 HARDING ROAD NASHVILLE, TN 37205 | X | X | | |

Signatures

Lily Yan Arevalo for Martha R.
Ingram

02/22/2007

**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) Does not include 19,099,259 shares held indirectly in trust for the benefit of the reporting person.
- (2) Granted pursuant to the Issuer's 1998 Equity Incentive Plan.

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.