

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 JOHN 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)
02/21/2007

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

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

(Street)

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

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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/21/2007		M		6,000	A		\$ 14.5625	697,641 ⁽¹⁾	D	
Class A Common Stock	02/21/2007		M		15,000	A		\$ 12.125	712,641 ⁽¹⁾	D	
Class A Common Stock	02/21/2007		S		21,000	D		\$ 20.0582	691,641 ⁽¹⁾	D	

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

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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 <u>(2)</u>	\$ 14.5625	02/21/2007		M	6,000	09/15/1999 09/14/2007	Class A Common Stock	6,000
Options to purchase <u>(2)</u>	\$ 12.125	02/21/2007		M	1,250	12/01/1999 10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(2)</u>	\$ 12.125	02/21/2007		M	1,250	01/01/2000 10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(2)</u>	\$ 12.125	02/21/2007		M	1,250	02/01/2000 10/31/2007	Class A Common Stock	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 Stock	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 Stock	1,250
Options to purchase	\$ 12.125	02/21/2007		M	1,250	05/01/2000 10/31/2007	Class A Common Stock	1,250

(2)Options
to
purchase
(2)

\$ 12.125

02/21/2007

M

1,250

06/01/2000

10/31/2007

Class A
Common
Stock

1,250

S

Options
to
purchase
(2)

\$ 12.125

02/21/2007

M

1,250

07/01/2000

10/31/2007

Class A
Common
Stock

1,250

S

Options
to
purchase
(2)

\$ 12.125

02/21/2007

M

1,250

08/01/2000

10/31/2007

Class A
Common
Stock

1,250

S

Options
to
purchase
(2)

\$ 12.125

02/21/2007

M

1,250

09/01/2000

10/31/2007

Class A
Common
Stock

1,250

S

Options
to
purchase
(2)

\$ 12.125

02/21/2007

M

1,250

10/01/2000

10/31/2007

Class A
Common
Stock

1,250

S

Options
to
purchase
(2)

\$ 12.125

02/21/2007

M

1,250

11/01/2000

10/31/2007

Class A
Common
Stock

1,250

S

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

INGRAM JOHN R
C/O INGRAM INDUSTRIES INC.
ONE BELLE MEADE PLACE 4400 HARDING ROAD
NASHVILLE, TN 37205

X

X

Signatures

Lily Yan Arevalo for John 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 427,500 shares and 1,609,096 shares held indirectly in trust for the benefit of the reporting person.

(2) Granted pursuant to the Issuer's 1998 Equity Incentive Plan.

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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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