

INGRAM MICRO INC
Form 4
April 18, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Humes William David

(Last) (First) (Middle)

C/O INGRAM MICRO INC., 1600
E. ST. ANDREW PLACE

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2007

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)
EVP & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | 04/16/2007 | | M ⁽¹⁾ | | 12,040 | A | \$ 12.5625 |
| Class A Common Stock | 04/16/2007 | | M ⁽¹⁾ | | 6,246 | A | \$ 11.6875 |
| Class A Common Stock | 04/16/2007 | | M ⁽¹⁾ | | 3,500 | A | \$ 12.75 |
| Class A Common | 04/16/2007 | | S ⁽¹⁾ | | 21,786 | D | \$ 20 |
| | | | | | 0 | | |

Stock

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 (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> | \$ 12.5625 | 04/16/2007 | | M | 6,020 | 05/01/2000 09/30/2009 | Class A Common Stock | 6,020 |
| Options to purchase <u>(2)</u> | \$ 12.5625 | 04/16/2007 | | M | 2,006 | 11/01/2000 09/30/2009 | Class A Common Stock | 2,006 |
| Options to purchase <u>(2)</u> | \$ 12.5625 | 04/16/2007 | | M | 2,007 | 05/01/2001 09/30/2009 | Class A Common Stock | 2,007 |
| Options to purchase <u>(2)</u> | \$ 12.5625 | 04/16/2007 | | M | 2,007 | 11/01/2001 09/30/2009 | Class A Common Stock | 2,007 |
| Options to purchase <u>(2)</u> | \$ 11.6875 | 04/16/2007 | | M | 4,351 | 02/01/2001 01/31/2010 | Class A Common Stock | 4,351 |
| Options to purchase <u>(2)</u> | \$ 11.6875 | 04/16/2007 | | M | 1,813 | 02/01/2002 01/31/2010 | Class A Common Stock | 1,813 |

| | | | | | | | | |
|--------------------------------|------------|------------|---|-------|------------|------------|----------------------------|-------|
| Options to purchase <u>(2)</u> | \$ 11.6875 | 04/16/2007 | M | 82 | 02/01/2003 | 01/31/2010 | Class A Common Stock | 82 |
| Options to purchase <u>(3)</u> | \$ 12.75 | 04/16/2007 | M | 1,166 | 11/08/2000 | 11/07/2009 | Class A Common Stock | 1,166 |
| Options to purchase <u>(3)</u> | \$ 12.75 | 04/16/2007 | M | 1,167 | 11/08/2001 | 11/07/2009 | Class A Common Stock | 1,167 |
| Options to purchase <u>(3)</u> | \$ 12.75 | 04/16/2007 | M | 1,167 | 11/08/2002 | 11/07/2009 | Class A Common Stock | 1,167 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Humes William David C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | | | EVP & CFO | |

Signatures

Lily Yan Arevalo for William D.
Humes 04/17/2007

**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) The above transactions were pursuant to a trading plan entered into on March 1, 2007 (during a trading window), in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Granted pursuant to the Issuer's 1998 Equity Incentive Plan.
- (3) Granted pursuant to the Issuer's Amended and Restated 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.
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