

INGRAM MICRO INC
Form 4
April 27, 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)
04/25/2007

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|-------|------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 04/25/2007 | | S(1) | | 60,700 | D | \$ 20 | 19,138,559 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/25/2007 | | S(1) | | 11,300 | D | \$ 20.01 | 19,127,259 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/25/2007 | | S(1) | | 5,300 | D | \$ 20.02 | 19,121,959 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/25/2007 | | S(1) | | 200 | D | \$ 20.03 | 19,121,759 | I (3) | Footnote |

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| | | | | | | | | |
|----------------------|------------|-------------|--------|---|-----------|---------------------------------|-------------|------------|
| Common Stock | | | | | | <u>(2)</u> | | 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 2,200 | D | \$ 20.04 | <u>19,119,559</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 4,700 | D | \$ 20.05 | <u>19,114,859</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 2,800 | D | \$ 20.06 | <u>19,112,059</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 9,400 | D | \$ 20.07 | <u>19,102,659</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 14,900 | D | \$ 20.08 | <u>19,087,759</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 11,600 | D | \$ 20.09 | <u>19,076,159</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 58,592 | D | \$ 20.1 | <u>19,017,567</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 1,908 | D | \$ 20.11 | <u>19,015,659</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 6,900 | D | \$ 20.12 | <u>19,008,759</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 3,600 | D | \$ 20.125 | <u>19,005,159</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 9,800 | D | \$ 20.13 | <u>18,995,359</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 8,300 | D | \$ 20.135 | <u>18,987,059</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 7,900 | D | \$ 20.14 | <u>18,979,159</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |
| Class A Common Stock | 04/25/2007 | <u>S(1)</u> | 3,600 | D | \$ 20.145 | <u>18,975,559</u> <u>(2)</u> | <u>I(3)</u> | Footnote 3 |

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| | | | | | | | | |
|----------------------------|------------|------------------|--------|---|-----------|-------------------|------------------|---------------|
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 38,800 | D | \$ 20.15 | 18,936,759 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 3,500 | D | \$ 20.155 | 18,933,259 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 27,700 | D | \$ 20.16 | 18,905,559 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 18,900 | D | \$ 20.17 | 18,886,659 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 3,400 | D | \$ 20.175 | 18,883,259 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 13,400 | D | \$ 20.18 | 18,869,859 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 4,600 | D | \$ 20.19 | 18,865,259 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 2,400 | D | \$ 20.195 | 18,862,859 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 800 | D | \$ 20.2 | 18,862,059 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 8,500 | D | \$ 20.21 | 18,853,559 (2) | I ⁽³⁾ | Footnote 3 |
| Class A Common Stock | 04/25/2007 | S ⁽¹⁾ | 4,300 | D | \$ 20.22 | 18,849,259 (2) | I ⁽³⁾ | Footnote 3 |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Beneficial Ownership Following Reported Transaction (Instr. 5) | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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. 04/27/2007
 Ingram

**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 February 23, 2007 (during a trading window), in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Does not include 235,834 shares held directly.
- (3) Securities are held in trust for the benefit of the reporting person.

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.