

INGRAM MICRO INC

Form 4

February 22, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
INGRAM MARTHA R

(Last) (First) (Middle)

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

(Street)

NASHVILLE, TN 37205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2007

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)

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	(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
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Class A Common Stock	02/21/2007	S	1,100	D	\$ 20.2	740,734 ⁽¹⁾	D
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Class A Common Stock	02/21/2007	S	1,600	D	\$ 20.16	739,134 ⁽¹⁾	D
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Class A Common Stock	02/21/2007	S	3,200	D	\$ 20.15	735,934 ⁽¹⁾	D
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Class A Common Stock	02/21/2007	S	100	D	\$ 20.21	735,834 ⁽¹⁾	D
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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.

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