

INGRAM MICRO INC
Form 4
August 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 *
WYATT JOE B

(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)
08/21/2007

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 or Price | | |
| Class A Common Stock | 08/21/2007 | | M | | 5,880 A \$ 14.5625 | 65,260 | D |
| Class A Common Stock | 08/21/2007 | | M | | 5,000 A \$ 12.125 | 70,260 | D |
| Class A Common Stock | 08/21/2007 | | S | | 10,880 D \$ 18.6 | 59,380 | D |
| Class A Common | 08/22/2007 | | M | | 11,000 A \$ 12.125 | 70,380 | D |

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Stock

Class A

Common 08/22/2007 S 11,000 D \$ 19.01 59,380 D

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 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>(1)</u> | \$ 14.5625 | 08/21/2007 | | M | 5,880 | 09/15/1999 09/14/2007 | Class A Common Stock | 5,880 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/21/2007 | | M | 1,333 | 12/01/1999 10/31/2007 | Class A Common Stock | 1,333 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/21/2007 | | M | 1,333 | 01/01/2000 10/31/2007 | Class A Common Stock | 1,333 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/21/2007 | | M | 1,333 | 02/01/2000 10/13/2007 | Class A Common Stock | 1,333 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/21/2007 | | M | 1,001 | 03/01/2000 10/31/2007 | Class A Common Stock | 1,001 |
| | \$ 12.125 | 08/22/2007 | | M | 332 | 03/01/2000 10/31/2007 | | 332 |

| Options to purchase <u>(1)</u> | | | | | | | | Class A Common Stock | |
|--------------------------------|-----------|------------|---|-------|------------|------------|--|----------------------|-------|
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,333 | 04/01/2000 | 10/31/2007 | | Class A Common Stock | 1,333 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,333 | 05/01/2000 | 10/31/2007 | | Class A Common Stock | 1,333 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,333 | 06/01/2000 | 10/31/2007 | | Class A Common Stock | 1,333 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,333 | 07/01/2000 | 10/31/2007 | | Class A Common Stock | 1,333 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,334 | 08/01/2000 | 10/31/2007 | | Class A Common Stock | 1,334 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,334 | 09/01/2000 | 10/31/2007 | | Class A Common Stock | 1,334 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,334 | 10/01/2000 | 10/31/2007 | | Class A Common Stock | 1,334 |
| Options to purchase <u>(1)</u> | \$ 12.125 | 08/22/2007 | M | 1,334 | 11/01/2000 | 10/31/2007 | | Class A Common Stock | 1,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WYATT JOE B C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | X | | | |

Signatures

Lily Yan Arevalo for Joe B.
Wyatt

08/22/2007

__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) 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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