INGRAM MICRO INC

Form 4

February 22, 2007

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

_ Other (specify

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

SECURITIES

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

02/21/2007

INGRAM MICRO INC [IM]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable) _X__ Director X__ 10% Owner

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

(Street)

4400 HARDING ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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)	Code (Instr. 8)	omr Dispos (Instr. 3,	(A) or	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)		
Class A Common Stock	02/21/2007		Code V M	Amount 16,000	(D)	Price \$ 12.125	751,834 <u>(1)</u>	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	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
Class A Common Stock	02/21/2007	S	1,100	D	\$ 20.2	740,734 (1)	D
Class A Common Stock	02/21/2007	S	1,600	D	\$ 20.16	739,134 (1)	D
Class A Common Stock	02/21/2007	S	3,200	D	\$ 20.15	735,934 (1)	D
Class A Common Stock	02/21/2007	S	100	D	\$ 20.21	735,834 (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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	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 (2)	\$ 12.125	02/21/2007	M	1,250	02/01/2000	10/31/2007	Class A Common	1,250	\$
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	03/01/2000	10/31/2007	Class A Common	1,250	•
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	04/01/2000	10/31/2007	Class A Common	1,250	5
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	05/01/2000	10/31/2007	Class A Common	1,250	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	06/01/2000	10/31/2007	Class A Common	1,250	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	07/01/2000	10/31/2007	Class A Common	1,250	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	08/01/2000	10/31/2007	Class A Common	1,250	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	09/01/2000	10/31/2007	Class A Common	1,250	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	10/01/2000	10/31/2007	Class A Common	1,250	9
Options to purchase (2)	\$ 12.125	02/21/2007	M	1,250	11/01/2000	10/31/2007	Class A Common	1,250	9
Options to purchase (2)	\$ 12.125	02/21/2007	M	83	12/01/1999	10/31/2007	Class A Common	83	9
	\$ 12.125	02/21/2007	M	83	01/01/2000	10/31/2007		83	9

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Options to purchase (2)							Class A Common		
Options to purchase (2)	\$ 12.125	02/21/2007	M	83	02/01/2000	10/31/2007	Class A Common	83	S
Options to purchase (2)	\$ 12.125	02/21/2007	M	83	03/01/2000	10/31/2007	Class A Common	83	S
Options to purchase (2)	\$ 12.125	02/21/2007	M	83	04/01/2000	10/31/2007	Class A Common	83	9
Options to purchase (2)	\$ 12.125	02/21/2007	M	83	05/01/2000	10/31/2007	Class A Common	83	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	83	06/01/2000	10/31/2007	Class A Common	83	9)
Options to purchase (2)	\$ 12.125	02/21/2007	M	83	07/01/2000	10/31/2007	Class A Common	83	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	84	08/01/2000	10/31/2007	Class A Common	84	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	84	09/01/2000	10/31/2007	Class A Common	84	93
Options to purchase (2)	\$ 12.125	02/21/2007	M	84	10/01/2000	10/31/2007	Class A Common	84	•
Options to purchase (2)	\$ 12.125	02/21/2007	M	84	11/01/2000	10/31/2007	Class A Common	84	95

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

INGRAM MARTHA R

C/O INGRAM INDUSTRIES INC.

ONE BELLE MEADE PLACE 4400 HARDING ROAD

NASHVILLE, TN 37205

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. 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.

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