INGRAM MICRO INC

Form 4 April 27, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31,

2005

0.5

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

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

INGRAM MICRO INC [IM]

(Check all applicable)

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

(Month/Day/Year) 04/26/2007

_X__ Director X__ 10% Owner _ Other (specify Officer (give title 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)

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

NASHVILLE, TN 37205

| (City) | (State) | (Zip) Tab | le I - Non-I | Derivative | Secur | ities Acqı | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|-----------------------------------|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | sposed | d of (D) | 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 | 04/26/2007 | | S <u>(1)</u> | 18,400 | | \$ 20 | 18,830,859 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/26/2007 | | S <u>(1)</u> | 900 | D | \$ 20.01 | 18,829,959 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/26/2007 | | S <u>(1)</u> | 16,100 | D | \$ 20.02 | 18,813,859 (2) | I (3) | Footnote 3 |
| Class A | 04/26/2007 | | S(1) | 22,000 | D | \$ | 18,791,859 | I (3) | Footnote 3 |

Edgar Filing: INGRAM MICRO INC - Form 4

| Common Stock | | | | | 20.03 | (2) | | |
|----------------------------|------------|--------------|--------|---|-------------|-------------------|-------|------------|
| Class A Common Stock | 04/26/2007 | S <u>(1)</u> | 8,300 | D | \$ 20.04 | 18,783,559 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/26/2007 | S <u>(1)</u> | 34,800 | D | \$ 20.05 | 18,748,759 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/26/2007 | S <u>(1)</u> | 2,400 | D | \$ 20.06 | 18,746,359 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/26/2007 | S <u>(1)</u> | 1,400 | D | \$ 20.07 | 18,744,959 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/26/2007 | S <u>(1)</u> | 900 | D | \$ 20.08 | 18,744,059 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/26/2007 | S <u>(1)</u> | 100 | D | \$ 20.09 | 18,743,959 (2) | I (3) | Footnote 3 |
| Class A Common Stock | 04/27/2007 | S <u>(1)</u> | 21,800 | D | \$ 20 | 18,722,159 (2) | I (3) | Footnote 3 |

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. Transact Code (Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3 | ate | Amor Unde Secur | rlying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|--------------------------------------|---|--------------------------------------|--|---------------------|--------------------|-----------------------|--|---|--|
| | | | | Code V | ' (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

04/27/2007

**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 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.

Reporting Owners 3