

INGRAM MICRO INC
Form 4
February 21, 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 ORRIN H II

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

02/20/2007

(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)
				(A) or (D)	Price		
Class A Common Stock	02/20/2007		M	15,000	A \$ 12.125	991,121 (2)	D
Class A Common Stock	02/20/2007		S	15,000	D \$ 20	976,121 (2)	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)

number.

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007		M	1,250	12/01/1999	10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007		M	1,250	01/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007		M	1,250	02/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007		M	1,250	03/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007		M	1,250	04/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007		M	1,250	05/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007		M	1,250	06/01/2000	10/31/2007	Class A Common Stock	1,250
Options to	\$ 12.125	02/20/2007		M	1,250	07/01/2000	10/31/2007	Class A Common	1,250

<u>purchase</u> <u>(1)</u>								Stock	
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007	M	1,250	08/01/2000	10/31/2007	Class A Common Stock	1,250	S
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007	M	1,250	09/01/2000	10/31/2007	Class A Common Stock	1,250	S
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007	M	1,250	10/01/2000	10/31/2007	Class A Common Stock	1,250	S
Options to purchase <u>(1)</u>	\$ 12.125	02/20/2007	M	1,250	11/01/2000	10/31/2007	Class A Common Stock	1,250	S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGRAM ORRIN H II C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE 4400 HARDING ROAD NASHVILLE, TN 37205	X	X		

Signatures

Lily Yan Arevalo for Orrin H.
Ingram

02/21/2007

**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.

(2) Does not include 188,815 shares and 1,609,096 shares held indirectly 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.

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