

INGRAM MICRO INC
Form 8-K
April 12, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported):
April 12, 2004**

INGRAM MICRO INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	1-12203	62-1644402
(State of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

**1600 E. St. Andrew Place
Santa Ana, CA 92799-5125**

(Address, including zip code of Registrant's principal executive offices)

Registrant's telephone number, including area code: (714) 566-1000

Item 7. Financial Statements and Exhibits.

Exhibit No. Description

99.1 Press Release dated April 12, 2004

Item 9. Regulation FD Disclosure.

On April 12, 2004, Ingram Micro Inc. (Ingram Micro) issued a press release announcing that Howard I. Atkins, executive vice president and chief financial officer of Wells Fargo & Company, San Francisco, has been elected as the ninth member of Ingram Micro's Board of Directors. He will serve on the Board's Human Resources and Governance Committees. A copy of the press release is attached hereto as Exhibit 99.1, the text of which is incorporated under Item 9 of this Form 8-K by reference herein. This press release is not to be deemed filed for purposes of Section 18 of the Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the

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Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing, or to form a part of Ingram Micro's public disclosure in the United States or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INGRAM MICRO INC.

By: /s/ Larry C. Boyd

 Name: Larry C. Boyd
 Title: Senior Vice President, Secretary
 and General Counsel

Date: April 12, 2004

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**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. Pr Deri Secu (Inst
				Code V	(A) (D)		Title	

					Date Exercisable	Expiration Date		Amount or Number of Shares
Phantom Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)</u> <u>(4)</u>	11/20/2017	A	12,200	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Stock	12,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downey Carolyn 3001 OCEAN DRIVE SUITE 201 VERO BEACH, FL 32963	X			

Signatures

/s/ Carolyn
Downey
11/22/2017

**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 reporting person was granted an aggregate of 12,200 phantom shares under ARMOUR Residential REIT, Inc.'s ("ARMOUR") Second Amended and Restated 2009 Stock Incentive Plan pursuant to the time-based vesting schedule as follows. 1,500 phantom shares will vest on February 20, 2018 with an additional 1,500 phantom shares vesting on each following May 20, August 20, November 20 and February 20, through May 20, 2019. On August 20, 2019, 1,600 phantom shares will vest, with an additional 1,600 phantom shares vesting on November 20, 2019, at which time all phantom stock shall have vested. Upon vesting, the reporting person will be entitled to an equal number of shares of ARMOUR common stock within 30 days.

(2) The reporting person's unvested phantom stock will fully and automatically vest upon the reporting person's death, disability, and in the event of a change in control of ARMOUR. Upon removal of the reporting person for cause, all unvested phantom stock shall be forfeited by the reporting person. In the event of a resignation or retirement, provided the sum of the reporting person's age and years of service is equal to or greater than 70, the reporting person will retain his unvested phantom stock which will remain subject to the vesting schedule set forth in this report, subject to satisfactory continuing fulfillment of certain conditions and related tax consequences and risks specified in the reporting person's grant agreement.

(3) The reporting person also has the right to elect to have withholding taxes or a portion thereof, as the case may be, satisfied by reducing the number of shares of common stock to be issued to the reporting person by some or all of such shares. With respect to each phantom share, the reporting person will receive a cash payment in an amount equal to the cash dividend distributions paid in the ordinary course on a share of ARMOUR common stock. The reporting person also has the right to elect in lieu of the cash dividend payment a number of shares of common stock equal to the dividend payment payable divided by the fair market value of a share of ARMOUR common stock on the date of the dividend payment.

(4) Each unit of phantom stock is the economic equivalent of one share of ARMOUR common stock.

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.