

INGRAM MICRO INC

Form 4

February 22, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
INGRAM JOHN R

(Last) (First) (Middle)

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

(Street)

NASHVILLE, TN 37205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
INGRAM MICRO INC [IM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2007

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 | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Class A Common Stock            | 02/21/2007                           |                                                    | M                              |                                                                   | 6,000  | A          | \$ 14.5625                                                                                    | 697,641 <u>(1)</u>                                       | D                                                     |
| Class A Common Stock            | 02/21/2007                           |                                                    | M                              |                                                                   | 15,000 | A          | \$ 12.125                                                                                     | 712,641 <u>(1)</u>                                       | D                                                     |
| Class A Common Stock            | 02/21/2007                           |                                                    | S                              |                                                                   | 21,000 | D          | \$ 20.0582                                                                                    | 691,641 <u>(1)</u>                                       | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares | 9. Other<br>Information<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               |                                           |                                        |
| Options<br>to<br>purchase<br>(2)                    | \$ 14.5625                                                         | 02/21/2007                              |                                                             | M                                    | 6,000                                                                                                           | 09/15/1999                                                     | 09/14/2007         | Class A<br>Common<br>Stock                                          | 6,000                                     |                                        |
| Options<br>to<br>purchase<br>(2)                    | \$ 12.125                                                          | 02/21/2007                              |                                                             | M                                    | 1,250                                                                                                           | 12/01/1999                                                     | 10/31/2007         | Class A<br>Common<br>Stock                                          | 1,250                                     |                                        |
| Options<br>to<br>purchase<br>(2)                    | \$ 12.125                                                          | 02/21/2007                              |                                                             | M                                    | 1,250                                                                                                           | 01/01/2000                                                     | 10/31/2007         | Class A<br>Common<br>Stock                                          | 1,250                                     |                                        |
| Options<br>to<br>purchase<br>(2)                    | \$ 12.125                                                          | 02/21/2007                              |                                                             | M                                    | 1,250                                                                                                           | 02/01/2000                                                     | 10/31/2007         | Class A<br>Common<br>Stock                                          | 1,250                                     |                                        |
| Options<br>to<br>purchase<br>(2)                    | \$ 12.125                                                          | 02/21/2007                              |                                                             | M                                    | 1,250                                                                                                           | 03/01/2000                                                     | 10/31/2007         | Class A<br>Common<br>Stock                                          | 1,250                                     |                                        |
| Options<br>to<br>purchase<br>(2)                    | \$ 12.125                                                          | 02/21/2007                              |                                                             | M                                    | 1,250                                                                                                           | 04/01/2000                                                     | 10/31/2007         | Class A<br>Common<br>Stock                                          | 1,250                                     |                                        |
| Options<br>to<br>purchase                           | \$ 12.125                                                          | 02/21/2007                              |                                                             | M                                    | 1,250                                                                                                           | 05/01/2000                                                     | 10/31/2007         | Class A<br>Common<br>Stock                                          | 1,250                                     |                                        |

(2)

Options  
to  
purchase  
(2)

\$ 12.125

02/21/2007

M

1,250

06/01/2000 10/31/2007

Class A  
Common  
Stock

1,250 S

Options  
to  
purchase  
(2)

\$ 12.125

02/21/2007

M

1,250

07/01/2000 10/31/2007

Class A  
Common  
Stock

1,250 S

Options  
to  
purchase  
(2)

\$ 12.125

02/21/2007

M

1,250

08/01/2000 10/31/2007

Class A  
Common  
Stock

1,250 S

Options  
to  
purchase  
(2)

\$ 12.125

02/21/2007

M

1,250

09/01/2000 10/31/2007

Class A  
Common  
Stock

1,250 S

Options  
to  
purchase  
(2)

\$ 12.125

02/21/2007

M

1,250

10/01/2000 10/31/2007

Class A  
Common  
Stock

1,250 S

Options  
to  
purchase  
(2)

\$ 12.125

02/21/2007

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 JOHN R  
C/O INGRAM INDUSTRIES INC.  
ONE BELLE MEADE PLACE 4400 HARDING ROAD  
NASHVILLE, TN 37205

X

X

## Signatures

Lily Yan Arevalo for John 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 427,500 shares and 1,609,096 shares held indirectly in trust for the benefit of the reporting person.

(2) Granted pursuant to the Issuer's 1998 Equity Incentive Plan.

## Edgar Filing: INGRAM MICRO INC - Form 4

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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