

INGRAM JOHN R
Form 4
January 23, 2012

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
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(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

(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)
01/20/2012

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	01/20/2012		M ⁽¹⁾		14,878	A	\$ 17.9	261,254	D	
Class A Common Stock	01/20/2012		S ⁽¹⁾		14,878	D	\$ 19	246,376	D	
Class A Common Stock								8,197	I ⁽²⁾	See Footnote 2

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 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>(3)</u>	\$ 17.9	01/20/2012		M	1,239	03/01/2002	01/31/2012	Class A Common Stock	1,239
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	1,239	04/01/2002	01/31/2012	Class A Common Stock	1,239
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	1,240	05/01/2002	01/31/2012	Class A Common Stock	1,240
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	1,240	06/01/2002	01/31/2012	Class A Common Stock	1,240
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	1,240	07/01/2002	01/31/2012	Class A Common Stock	1,240
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	1,240	08/01/2002	01/31/2012	Class A Common Stock	1,240
Options to purchase	\$ 17.9	01/20/2012		M	1,240	09/01/2002	01/31/2012	Class A Common Stock	1,240

(3)

Options to purchase (3)	\$ 17.9	01/20/2012	M	1,240	10/01/2002	01/31/2012	Class A Common Stock	1,240
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Options to purchase (3)	\$ 17.9	01/20/2012	M	1,240	11/01/2002	01/31/2012	Class A Common Stock	1,240
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Options to purchase (3)	\$ 17.9	01/20/2012	M	1,240	12/01/2002	01/31/2012	Class A Common Stock	1,240
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Options to purchase (3)	\$ 17.9	01/20/2012	M	1,240	01/01/2003	01/31/2012	Class A Common Stock	1,240
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Options to purchase (3)	\$ 17.9	01/20/2012	M	1,240	02/01/2003	01/31/2012	Class A Common Stock	1,240
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGRAM JOHN R C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE NASHVILLE, TN 37205	X			

Signatures

Lily Yan Arevalo for John R. Ingram	01/23/2012
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**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 May 5, 2011 (during a trading window), in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

(2) Held in tax-conditioned plan.

(3) Granted pursuant to the Issuer's 2000 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.

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