

INGRAM MICRO INC
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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

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 *
BOYD LARRY C

(Last) (First) (Middle)

C/O INGRAM MICRO INC., 1600
E. ST. ANDREW PLACE

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2014

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)
EVP, Sec. & General Counsel

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	(D)	Price
Class A Common Stock	02/19/2014		M		8,020	A	\$ 15.59
							76,155
Class A Common Stock	02/19/2014		M		25,410	A	\$ 18.75
							101,565
Class A Common Stock	02/19/2014		S		33,430	D	\$ 28.0823
							(1)
Class A Common							1,443
							I (2)
							401(k)

Stock

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 (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
Options to purchase <u>(3)</u>	\$ 15.59	02/19/2014		M	8,020	07/01/2008 06/30/2015	Class A Common Stock	8,020
Options to purchase <u>(3)</u>	\$ 18.75	02/19/2014		M	8,470	02/01/2006 01/31/2015	Class A Common Stock	8,470
Options to purchase <u>(3)</u>	\$ 18.75	02/19/2014		M	8,470	02/01/2007 01/31/2015	Class A Common Stock	8,470
Options to purchase <u>(3)</u>	\$ 18.75	02/19/2014		M	8,470	02/01/2008 01/31/2015	Class A Common Stock	8,470

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD LARRY C C/O INGRAM MICRO INC.			EVP, Sec. & General Counsel	

1600 E. ST. ANDREW PLACE
SANTA ANA, CA 92705

Signatures

Lily Yan Arevalo for Larry C.
Boyd

02/20/2014

__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) Reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.20, inclusive. Details regarding the number of shares sold at each separate price will be provided upon request.
- (2) Held in 401(k) as of December 31 2013.
- (3) Granted pursuant to the Issuer's 2003 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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