INGRAM MARTHA R

Form 4

February 03, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

INGRAM MARTHA R

2. Issuer Name and Ticker or Trading

Symbol

INGRAM MICRO INC [IM]

5. Relationship of Reporting Person(s) to Issuer

Officer (give title

(Last)

(City)

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2005

(Check all applicable) _ Director 10% Owner

Other (specify

C/O INGRAM INDUSTRIES INC.. ONE BELLE MEADE PLACE

(State)

4400 HARDING ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NASHVILLE, TN 37205

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Conversion

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. I Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase (1)	\$ 18.75	02/01/2005		A	994	03/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase (1)	\$ 18.75	02/01/2005		A	994	04/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase (1)	\$ 18.75	02/01/2005		A	994	05/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase (1)	\$ 18.75	02/01/2005		A	994	06/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase (1)	\$ 18.75	02/01/2005		A	994	07/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase (1)	\$ 18.75	02/01/2005		A	994	08/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase (1)	\$ 18.75	02/01/2005		A	995	09/01/2005	01/31/2015	Class A Common Stock	995
Options to purchase (1)	\$ 18.75	02/01/2005		A	995	10/01/2005	01/31/2015	Class A Common Stock	995
Options to purchase	\$ 18.75	02/01/2005		A	995	11/01/2005	01/31/2015	Class A Common Stock	995

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(1)								
Options to purchase (1)	\$ 18.75	02/01/2005	A	995	12/01/2005	01/31/2015	Class A Common Stock	995
Options to purchase (1)	\$ 18.75	02/01/2005	A	995	01/01/2006	01/31/2015	Class A Common Stock	995
Options to purchase	\$ 18.75	02/01/2005	A	995	02/01/2006	01/31/2015	Class A Common Stock	995

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting owner name, maress	Director	10% Owner	Officer	Other	
INGRAM MARTHA R					
C/O INGRAM INDUSTRIES INC.		v			
ONE BELLE MEADE PLACE 4400 HARDING ROAD	X	X			
NASHVILLE, TN 37205					

Signatures

Lily Yan Arevalo for Martha R. 02/02/2005 Ingram

**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 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. 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.

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