

KOPPEN HENRI T
Form 4
February 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
KOPPEN HENRI T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O INGRAM MICRO INC., 1600
E. ST. ANDREW PLACE**

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP & Pres. IM Europe

(Street)
SANTA ANA, CA 92705

4. If Amendment, Date Original Filed(Month/Day/Year)

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	02/17/2006		M		93,570	A	\$ 11.31
					94,027		
Class A Common Stock	02/17/2006		S		93,570	D	\$ 20.2159
					457		

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase <u>(1)</u>	\$ 11.31	02/17/2006		M	8,841	02/03/2004 02/02/2013	Class A Common Stock 8,841
Options to purchase <u>(1)</u>	\$ 11.31	02/17/2006		M	8,841	02/03/2005 02/02/2013	Class A Common Stock 8,841
Options to purchase <u>(1)</u>	\$ 11.31	02/17/2006		M	8,841	02/03/2006 02/02/2013	Class A Common Stock 8,841
Options to purchase <u>(1)</u>	\$ 11.31	02/17/2006		M	22,349	02/03/2004 02/02/2013	Class A Common Stock 22,349
Options to purchase <u>(1)</u>	\$ 11.31	02/17/2006		M	22,349	02/03/2005 02/02/2013	Class A Common Stock 22,349
Options to purchase <u>(1)</u>	\$ 11.31	02/17/2006		M	22,349	02/03/2006 02/02/2013	Class A Common Stock 22,349

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOPPEN HENRI T C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705			EVP & Pres. IM Europe	

Signatures

Lily Yan Arevalo for Henri T.
Koppen

02/21/2006

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 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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