INGRAM MICRO INC

Form 4

December 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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0.5

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may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * INGRAM MARTHA R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

INGRAM MICRO INC [IM]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

11/29/2007

_X__ Director X__ 10% Owner _ Other (specify Officer (give title

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

(Street)

4400 HARDING ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

NASHVILLE, TN 37205

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	ired, Disposed of,	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3,	sed of	` ′	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)
Class A Common Stock	11/29/2007		S(1)	8,500	D	\$ 20.48	15,673,889 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007		S <u>(1)</u>	11,000	D	\$ 20.49	15,662,889 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007		S <u>(1)</u>	100	D	\$ 20.495	15,662,789 (2)	I (3)	Footnote 3
Class A	11/29/2007		S <u>(1)</u>	32,000	D	\$ 20.5	15,630,789	I (3)	Footnote

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Common Stock						(2)		3
Class A Common Stock	11/29/2007	S <u>(1)</u>	300	D	\$ 20.505	15,630,489 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	14,513	D	\$ 20.51	15,615,976 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	200	D	\$ 20.515	15,615,776 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	10,400	D	\$ 20.52	15,605,376 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	6,600	D	\$ 20.53	15,598,776 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	56	D	\$ 20.535	15,598,720 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	12,800	D	\$ 20.54	15,585,920 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	1,300	D	\$ 20.545	15,584,620 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	42,700	D	\$ 20.55	15,541,920 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	1,800	D	\$ 20.555	15,540,120 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	26,877	D	\$ 20.56	15,513,243 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	2,300	D	\$ 20.565	15,510,943 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	22,697	D	\$ 20.57	15,488,246 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	2,500	D	\$ 20.575	15,485,746 (2)	I (3)	Footnote 3

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Class A Common Stock	11/29/2007	S <u>(1)</u>	10,400	D	\$ 20.58	15,475,346 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	3,400	D	\$ 20.585	15,471,946 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	15,164	D	\$ 20.59	15,456,782 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	1,700	D	\$ 20.595	15,455,082 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	21,590	D	\$ 20.6	15,433,492 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	2,400	D	\$ 20.605	15,431,092 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	17,000	D	\$ 20.61	15,414,092 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	3,100	D	\$ 20.615	15,410,992 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S <u>(1)</u>	12,750	D	\$ 20.62	15,398,242 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	1,900	D	\$ 20.625	15,396,342 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	17,783	D	\$ 20.63	15,378,559 (2)	I (3)	Footnote 3
Class A Common Stock	11/29/2007	S(1)	1,100	D	\$ 20.635	15,377,459 (2)	I (3)	Footnote 3

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)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration		Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
The state of the s	Director	10% Owner	Officer	Other			
INGRAM MARTHA R							
C/O INGRAM INDUSTRIES INC.	X	X					
ONE BELLE MEADE PLACE 4400 HARDING ROAD	Λ	Λ					
NASHVILLE, TN 37205							

Signatures

Lily Yan Arevalo for Martha R. Ingram

12/03/2007

**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).
- The above transactions were pursuant to a trading plan entered into on November 20, 2007 (during a trading window), in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Amount shown as indirectly owned by reporting person on Form 4 does not include shares owned directly.
- (3) Securities are held in trust for the benefit of the reporting person.

Remarks:

Form 2 of 3.

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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