

INGRAM ORRIN H II
Form 4
January 23, 2012

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 *
INGRAM ORRIN H II

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2012

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

C/O INGRAM INDUSTRIES
INC., ONE BELLE MEADE PLACE
4400 HARDING ROAD

(Street)

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

NASHVILLE, TN 37205

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	01/20/2012		M ⁽¹⁾	A	\$ 17.9	211,427	D
Class A Common Stock	01/20/2012		S ⁽¹⁾	D	\$ 19	204,958	D
Class A Common Stock						16,972	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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(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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	539	03/01/2002 01/31/2012	Class A Common Stock	539	\$
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	539	04/01/2002 01/31/2012	Class A Common Stock	539	\$
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	539	05/01/2002 01/31/2012	Class A Common Stock	539	\$
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	539	06/01/2002 01/31/2012	Class A Common Stock	539	\$
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	539	07/01/2002 01/31/2012	Class A Common Stock	539	\$
Options to purchase <u>(3)</u>	\$ 17.9	01/20/2012		M	539	08/01/2002 01/31/2012	Class A Common Stock	539	\$
Options to	\$ 17.9	01/20/2012		M	539	09/01/2002 01/31/2012	Class A Common	539	\$

purchase (3)									Stock		
Options to purchase (3)	\$ 17.9	01/20/2012		M	539	10/01/2002	01/31/2012		Class A Common Stock	539	\$
Options to purchase (3)	\$ 17.9	01/20/2012		M	539	11/01/2002	01/31/2012		Class A Common Stock	539	\$
Options to purchase (3)	\$ 17.9	01/20/2012		M	539	12/01/2002	01/31/2012		Class A Common Stock	539	\$
Options to purchase (3)	\$ 17.9	01/20/2012		M	539	01/01/2003	01/31/2012		Class A Common Stock	539	\$
Options to purchase (3)	\$ 17.9	01/20/2012		M	540	02/01/2003	01/31/2012		Class A Common Stock	510	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INGRAM ORRIN H II
C/O INGRAM INDUSTRIES INC.
ONE BELLE MEADE PLACE 4400 HARDING ROAD
NASHVILLE, TN 37205

X

Signatures

Lily Yan Arevalo for Orrin H.
Ingram

01/23/2012

__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 11, 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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