

ABRAMO GUY P
Form 4
November 12, 2004

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 *
ABRAMO GUY P

(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)
11/10/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP & CSO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 or Price		
Class A Common Stock	11/10/2004		M		25,000 A \$ 12.5625	25,300	D
Class A Common Stock	11/10/2004		M		15,000 A \$ 11.6875	40,300	D
Class A Common Stock	11/10/2004		M		15,000 A \$ 11	55,300	D
Class A Common	11/10/2004		S		55,000 D \$ 18	300	D

Stock

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to purchase <u>(1)</u>	\$ 12.5625	11/10/2004		M	12,595	05/01/2000 09/30/2009	Class A Common Stock	12,595	
Options to purchase <u>(1)</u>	\$ 12.5625	11/10/2004		M	8,396	11/01/2000 09/30/2009	Class A Common Stock	8,396	
Options to purchase <u>(1)</u>	\$ 12.5625	11/10/2004		M	4,009	05/01/2001 09/30/2009	Class A Common Stock	4,009	
Options to purchase <u>(1)</u>	\$ 11.6875	11/10/2004		M	2,668	02/01/2002 01/31/2010	Class A Common Stock	2,668	
Options to purchase <u>(1)</u>	\$ 11.6875	11/10/2004		M	12,332	02/01/2003 01/31/2010	Class A Common Stock	12,332	
Options to purchase <u>(2)</u>	\$ 11	11/10/2004		M	15,000	07/01/2004 06/30/2013	Class A Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMO GUY P C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705			EVP & CSO	

Signatures

Lily Yan Arevalo for Guy P.
Abramo

11/12/2004

__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 1998 Equity Incentive Plan.
 - (2) 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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