

INGRAM MARTHA R
Form 4
February 03, 2005

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 MARTHA R

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)

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

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

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

(Street)

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 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)	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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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F. Der
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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)	Sec (Instr. 3)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase <u>(1)</u>	\$ 18.75	02/01/2005	A		994		03/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase <u>(1)</u>	\$ 18.75	02/01/2005	A		994		04/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase <u>(1)</u>	\$ 18.75	02/01/2005	A		994		05/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase <u>(1)</u>	\$ 18.75	02/01/2005	A		994		06/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase <u>(1)</u>	\$ 18.75	02/01/2005	A		994		07/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase <u>(1)</u>	\$ 18.75	02/01/2005	A		994		08/01/2005	01/31/2015	Class A Common Stock	994
Options to purchase <u>(1)</u>	\$ 18.75	02/01/2005	A		995		09/01/2005	01/31/2015	Class A Common Stock	995
Options to purchase <u>(1)</u>	\$ 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

(1)

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

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

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.

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