

INGRAM MICRO INC
Form 4
October 23, 2007

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)
10/22/2007

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/22/2007		S(1)		59,924	D	\$ 20	17,790,140	I (2)	Footnote 2
Class A Common Stock	10/22/2007		S(1)		9,700	D	\$ 20.005	17,780,440	I (2)	Footnote 2
Class A Common Stock	10/22/2007		S(1)		21,000	D	\$ 20.01	17,759,440	I (2)	Footnote 2
Class A Common Stock	10/22/2007		S(1)		600	D	\$	17,758,840	I (2)	Footnote

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Common Stock						20.015			2
Class A Common Stock	10/22/2007		S ⁽¹⁾	9,696	D	\$ 20.02	17,749,144	I ⁽²⁾	Footnote 2
Class A Common Stock	10/22/2007		S ⁽¹⁾	200	D	\$ 20.025	17,748,944	I ⁽²⁾	Footnote 2
Class A Common Stock	10/22/2007		S ⁽¹⁾	11,900	D	\$ 20.03	17,737,044	I ⁽²⁾	Footnote 2
Class A Common Stock	10/22/2007		S ⁽¹⁾	100	D	\$ 20.035	17,736,944	I ⁽²⁾	Footnote 2
Class A Common Stock	10/22/2007		S ⁽¹⁾	11,779	D	\$ 20.04	17,725,165	I ⁽²⁾	Footnote 2
Class A Common Stock	10/22/2007		S ⁽¹⁾	1,100	D	\$ 20.045	17,724,065	I ⁽²⁾	Footnote 2
Class A Common Stock	10/22/2007		S ⁽¹⁾	33,901	D	\$ 20.05	17,690,164	I ⁽²⁾	Footnote 2
Class A Common Stock	10/22/2007		S ⁽¹⁾	100	D	\$ 20.055	17,690,064	I ⁽²⁾	Footnote 2

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code V	(A) (D)	Title			

Date Exercisable	Expiration Date	Amount or Number of Shares
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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. 10/23/2007
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) The above transactions were pursuant to a trading plan entered into on July 31, 2007 (during a trading window), in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Securities are held in trust for the benefit of the reporting person.

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.