

INGRAM MICRO INC
Form 4
August 28, 2014

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 *
Humes William David

(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)
08/27/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	(D)	Price
Class A Common Stock	08/27/2014		M		36,390	A	\$ 19.55 149,501
Class A Common Stock	08/27/2014		M		25,259	A	\$ 18.45 174,760
Class A Common Stock	08/27/2014		S		59,088	D	\$ 28.6558 115,672
Class A Common	08/28/2014		M		10,291	A	\$ 18.45 125,963

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Stock

Class A					\$		
Common	08/28/2014		S	8,649	D	28.7102	117,314 D
Stock						<u>(2)</u>	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase <u>(3)</u>	\$ 19.55	08/27/2014		M	12,130	01/03/2007	01/02/2016	Class A Common Stock	12,130
Options to purchase <u>(3)</u>	\$ 19.55	08/27/2014		M	12,130	01/03/2008	01/02/2016	Class A Common Stock	12,130
Options to purchase <u>(3)</u>	\$ 19.55	08/27/2014		M	12,130	01/03/2009	01/02/2016	Class A Common Stock	12,130
Options to purchase <u>(3)</u>	\$ 18.45	08/27/2014		M	11,850	07/03/2007	07/02/2016	Class A Common Stock	11,850
Options to purchase <u>(3)</u>	\$ 18.45	08/27/2014		M	11,850	07/03/2008	07/02/2016	Class A Common Stock	11,850
Options to	\$ 18.45	08/27/2014		M	1,559	07/03/2009	07/02/2016	Class A Common	1,559

purchase (3)									Stock
Options to purchase (3)	\$ 18.45	08/28/2014	M	10,291	07/03/2009	07/02/2016			Class A Common Stock 10,291

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Humes William David C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705			Chief Financial Officer	

Signatures

Lily Yan Arevalo for William D.
Humes 08/28/2014

**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) Reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.65 to \$28.67, inclusive. Details regarding the number of shares sold at each separate price will be provided upon request.
- (2) Reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.71 to \$28.72, inclusive. Details regarding the number of shares sold at each separate price will be provided upon request.
- (3) 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. 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.