

INGRAM MICRO INC

Form 4

November 29, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
INGRAM MARTHA R

(Last) (First) (Middle)

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

(Street)

NASHVILLE, TN 37205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INGRAM MICRO INC [IM]

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2007

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)

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	(A) or (D)	Price		
Class A Common Stock	11/28/2007		S ⁽¹⁾		400	D	\$ 20.195	16,007,819 ⁽²⁾	I ⁽³⁾ Footnote 3
Class A Common Stock	11/28/2007		S ⁽¹⁾		6,100	D	\$ 20.2	16,001,719 ⁽²⁾	I ⁽³⁾ Footnote 3
Class A Common Stock	11/28/2007		S ⁽¹⁾		1,400	D	\$ 20.205	16,000,319 ⁽²⁾	I ⁽³⁾ Footnote 3
Class A	11/28/2007		S ⁽¹⁾		7,800	D	\$ 20.21	15,992,519	I ⁽³⁾ Footnote

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Common Stock						<u>(2)</u>		3
Class A Common Stock	11/28/2007	<u>S</u> (1)	3,700	D	\$ 20.22	<u>(2)</u> 15,988,819	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	200	D	\$ 20.225	<u>(2)</u> 15,988,619	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	5,167	D	\$ 20.23	<u>(2)</u> 15,983,452	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	100	D	\$ 20.235	<u>(2)</u> 15,983,352	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	7,000	D	\$ 20.24	<u>(2)</u> 15,976,352	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	4,700	D	\$ 20.25	<u>(2)</u> 15,971,652	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	200	D	\$ 20.255	<u>(2)</u> 15,971,452	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	3,000	D	\$ 20.26	<u>(2)</u> 15,968,452	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	1,100	D	\$ 20.265	<u>(2)</u> 15,967,352	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	2,800	D	\$ 20.27	<u>(2)</u> 15,964,552	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	100	D	\$ 20.275	<u>(2)</u> 15,964,452	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	12,833	D	\$ 20.28	<u>(2)</u> 15,951,619	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	1,600	D	\$ 20.285	<u>(2)</u> 15,950,019	I <u>(3)</u>	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	6,200	D	\$ 20.29	<u>(2)</u> 15,943,819	I <u>(3)</u>	Footnote 3

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Class A Common Stock	11/28/2007	<u>S</u> (1)	400	D	\$ 20.295	15,943,419 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	12,792	D	\$ 20.3	15,930,627 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	1,500	D	\$ 20.305	15,929,127 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	9,884	D	\$ 20.31	15,919,243 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	100	D	\$ 20.315	15,919,143 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	7,100	D	\$ 20.32	15,912,043 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	900	D	\$ 20.325	15,911,143 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	11,908	D	\$ 20.33	15,899,235 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	5,500	D	\$ 20.335	15,893,735 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	28,100	D	\$ 20.34	15,865,635 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	15,200	D	\$ 20.345	15,850,435 (2)	I (3)	Footnote 3
Class A Common Stock	11/28/2007	<u>S</u> (1)	22,815	D	\$ 20.35	15,827,620 (2)	I (3)	Footnote 3

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)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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.
Ingram 11/29/2007

__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 November 20, 2007 (during a trading window), in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Amount shown as indirectly owned by reporting person on Form 4 does not include shares owned directly.
- (3) Securities are held in trust for the benefit of the reporting person.

Remarks:

Form 2 of 3.

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.