

INGRAM MICRO INC
Form 4
December 03, 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 *
SAUER MATTHEW A

(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)
12/02/2004

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)
SVP, Human Resources Worldwide

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	12/02/2004		M ⁽¹⁾	4,461 A \$ 12.875	4,583	D	
Class A Common Stock	12/02/2004		M ⁽¹⁾	11,196 A \$ 12.5625	15,779	D	
Class A Common Stock	12/02/2004		S ⁽¹⁾	15,657 D \$ 20	122	D	

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)	8. Amount or Number of Shares
Options to purchase <u>(2)</u>	\$ 12.875	12/02/2004		M	1,487	09/30/2000 09/29/2009	Class A Common Stock	1,487
Options to purchase <u>(2)</u>	\$ 12.875	12/02/2004		M	1,487	09/30/2001 09/29/2009	Class A Common Stock	1,487
Options to purchase <u>(2)</u>	\$ 12.875	12/02/2004		M	1,487	09/30/2002 09/29/2009	Class A Common Stock	1,487
Options to purchase <u>(2)</u>	\$ 12.5625	12/02/2004		M	2	11/01/2000 09/30/2009	Class A Common Stock	2
Options to purchase <u>(2)</u>	\$ 12.5625	12/02/2004		M	5,597	05/01/2001 09/30/2009	Class A Common Stock	5,597
Options to purchase <u>(2)</u>	\$ 12.5625	12/02/2004		M	5,597	11/01/2001 09/30/2009	Class A Common Stock	5,597

Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
SAUER MATTHEW A C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705			SVP, Human Resources Worldwide	

Signatures

Lily Yan Arevalo for Matthew A.
Sauer

12/03/2004

__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) The above transactions were pursuant to a trading plan entered into on May 4, 2004, during a trading window, in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
 - (2) Granted pursuant to the Issuer's 1998 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.