

FALSTRUP ASGER
Form 4/A
January 10, 2005

FORM 4

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

OMB APPROVAL

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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 *
FALSTRUP ASGER

(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)
11/24/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
11/24/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Pres. IM Latin America

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 11/24/2004 | | M | 25,320 | A \$ 16.425 | 26,670 | D |
| Class A Common Stock | 11/24/2004 | | M | 48,021 | A \$ 16.2 | 74,691 | D |
| Class A Common Stock | 11/24/2004 | | S | 5,400 | D \$ 18.83 | 69,291 | D |
| Class A Common | 11/24/2004 | | S | 1,141 | D \$ 18.84 | 68,150 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|----------|--------|---|
| Stock | | | | | | | | |
| Class A Common Stock | 11/24/2004 | | S | 33,200 | D | \$ 18.85 | 34,950 | D |
| Class A Common Stock | 11/24/2004 | | S | 3,800 | D | \$ 18.86 | 31,150 | D |
| Class A Common Stock | 11/24/2004 | | S | 16,000 | D | \$ 18.87 | 15,150 | D |
| Class A Common Stock | 11/24/2004 | | S | 13,800 | D | \$ 18.88 | 1,350 | D |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to purchase <u>(1)</u> | \$ 16.425 | 11/24/2004 | | M | 8,440 | 03/05/2002 | 03/04/2012 | Class A Common Stock | 8,440 |
| Options to purchase <u>(1)</u> | \$ 16.425 | 11/24/2004 | | M | 8,440 | 02/01/2003 | 03/04/2012 | Class A Common Stock | 8,440 |
| Options to purchase <u>(1)</u> | \$ 16.425 | 11/24/2004 | | M | 8,440 | 02/01/2004 | 03/04/2012 | Class A Common Stock | 8,440 |
| | \$ 16.2 | 11/24/2004 | | M | 10,309 | 07/02/2002 | 03/04/2012 | | 10,309 |

| Options to purchase ⁽¹⁾ | | | | | | | | Class A Common Stock | |
|------------------------------------|---------|------------|---|--------|------------|------------|----------------------|----------------------|--|
| Options to purchase ⁽¹⁾ | \$ 16.2 | 11/24/2004 | M | 10,309 | 07/02/2003 | 03/04/2012 | Class A Common Stock | 10,309 | |
| Options to purchase ⁽¹⁾ | \$ 16.2 | 11/24/2004 | M | 10,309 | 07/02/2004 | 03/04/2012 | Class A Common Stock | 10,309 | |
| Options to purchase ⁽¹⁾ | \$ 16.2 | 11/24/2004 | M | 5,698 | 10/01/2002 | 03/04/2012 | Class A Common Stock | 5,698 | |
| Options to purchase ⁽¹⁾ | \$ 16.2 | 11/24/2004 | M | 5,698 | 10/01/2003 | 03/04/2012 | Class A Common Stock | 5,698 | |
| Options to purchase ⁽¹⁾ | \$ 16.2 | 11/24/2004 | M | 5,698 | 10/01/2004 | 03/04/2012 | Class A Common Stock | 5,698 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FALSTRUP ASGER C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | | | SVP & Pres. IM Latin America | |

Signatures

Lily Yan Arevalo for Asger
Falstrup
01/10/2005

**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 2000 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.