

LEVINSON LINDA FAYNE
 Form 4
 February 03, 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 *
 LEVINSON LINDA FAYNE

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)
 02/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O INGRAM MICRO INC., 1600
 E. ST. ANDREW PLACE

(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

SANTA ANA, CA 92705

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	02/01/2005		A ⁽¹⁾	2,667 A \$ 0	4,464	D	

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. F. Derivative Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		497		Class A Common Stock	497

Options to purchase <u>(2)</u>								Class A Common Stock	
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005	A	498	12/01/2005	01/31/2015		Class A Common Stock	498
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005	A	498	01/01/2006	01/31/2015		Class A Common Stock	498
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005	A	498	02/01/2006	01/31/2015		Class A Common Stock	498

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINSON LINDA FAYNE C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705	X			

Signatures

Lily Yan Arevalo for Linda Fayne Levinson	02/02/2005
<u> </u> 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) Restricted stock grant issued pursuant to the Issuer's 2003 Equity Incentive Plan.
- (2) 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.
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