

INGRAM MARTHA R  
Form 4  
March 03, 2009

**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 \*  
INGRAM MARTHA R

(Last) (First) (Middle)

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

(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)  
03/02/2009

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,979		03/31/2009	03/01/2019	Class A Common Stock	2,979	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,980		04/30/2009	03/01/2019	Class A Common Stock	2,980	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,979		05/31/2009	03/01/2019	Class A Common Stock	2,979	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,980		06/30/2009	03/01/2019	Class A Common Stock	2,980	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,979		07/31/2009	03/01/2019	Class A Common Stock	2,979	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,980		08/31/2009	03/01/2019	Class A Common Stock	2,980	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,979		09/30/2009	03/01/2019	Class A Common Stock	2,979	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,980		10/31/2009	03/01/2019	Class A Common Stock	2,980	
Options to purchase <u>(1)</u>	\$ 10.62	03/02/2009	A		2,979		11/30/2009	03/01/2019	Class A Common Stock	2,979	

Options to purchase (1)	\$ 10.62	03/02/2009	A	2,980	12/31/2009	03/01/2019	Class A Common Stock	2,980
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGRAM MARTHA R C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE NASHVILLE, TN 37205	X			

## Signatures

Lily Yan Arevalo for Martha R. Ingram	03/03/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 Amended and Restated 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.