

CANO NESTOR  
Form 4  
March 24, 2011

**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 \*  
CANO NESTOR

(Last) (First) (Middle)  
5350 TECH DATA DRIVE  
(Street)

CLEARWATER, FL 33760

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TECH DATA CORP [TECD]

3. Date of Earliest Transaction (Month/Day/Year)  
03/22/2011

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)  
President, Europe

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 or (D) Price			
Common Stock	03/22/2011 <sup>(1)</sup>		A	13,894 A \$ 0	80,668	D	
Common Stock	03/23/2011		M	9,846 <sup>(2)</sup> A \$ 21.13	90,514	D	
Common Stock	03/23/2011		D	7,685 D \$ 48.79	82,829	D	
Common Stock	03/23/2011		F	1,680 <sup>(3)</sup> D \$ 48.49	81,149 <sup>(4)</sup>	D	
Common Stock					2,095	I	By Espy

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Common Stock 482 I By Trust - 401(k) <sup>(5)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 (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 Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 21.13	03/23/2011		M	9,846 <sup>(2)</sup>	03/23/2011 <sup>(6)</sup> 03/23/2019	Common Stock 9,846

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANO NESTOR 5350 TECH DATA DRIVE CLEARWATER, FL 33760			President, Europe	

## Signatures

By: Arleen Quinones For: Nestor Cano 03/24/2011

\*\*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 unit grant which represents a contingent right to receive one share of Tech Data Corporation common stock for each vested unit. The restricted stock units vest 25% on the 1st and 2nd grant date anniversaries and 50% on the 3rd grant date anniversary.
- (2)

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The market value of Tech Data stock reached \$41.13 per share after the vesting period, attaining the award's \$20 maximum cap per share, therefore, in accordance with the grant agreement, the vested shares were automatically exercised. The net shares received represent the maximum value less any tax liability.

(3) Withholding of shares for payment of tax liability on settlement of units.

(4) Table I (column 5) - 38,135 shares held direct, 43,014 unvested RSU's.

Shares held by 401(k) are shares contributed to the retirement savings account on behalf of the reporting individual by Tech Data

(5) Corporation and held in trust by the Tech Data Corporation 401(k) Retirement Savings Plan. The reported balance is based upon the most recent available account balance.

Maximum value stock-settled stock appreciation right ("MVSSAR") granted on 03/23/09 at \$21.13 under the Amended and Restated

(6) 2000 Equity Incentive Plan of Tech Data Corporation, as amended of which 25% is exercisable on 3/23/10 and on each subsequent anniversary. Each MVSSAR is granted with a predetermined cap on the exercise spread.

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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