

UPTON DAVID M
Form 4
June 05, 2012

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 *
UPTON DAVID M

(Last) (First) (Middle)

TECH DATA CORPORATION, 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)
06/01/2012

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/01/2012		M		2,130 A \$ 40.36		D
Common Stock	06/01/2012		M		134 A \$ 40.36		D
Common Stock	06/01/2012		M		236 A \$ 40.36		D
Common Stock	06/01/2012		S		530 D \$ 47.34		D
Common Stock	06/01/2012		S		600 D \$ 47.35		D

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Common Stock	06/01/2012	S	1,000	D	\$ 47.36	16,973	D
Common Stock	06/01/2012	S	134	D	\$ 47.35	16,839 ⁽¹⁾	D

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 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 Security (Instr. 3 and 4)
Non-qualified Stock Option (Right to Buy)	\$ 40.36	06/01/2012		M	2,130	06/04/2003 ⁽²⁾ 06/04/2012	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 40.36	06/01/2012		M	134	06/04/2003 ⁽²⁾ 06/04/2012	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 40.36	06/01/2012		M	236	06/04/2003 ⁽²⁾ 06/04/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UPTON DAVID M TECH DATA CORPORATION 5350 TECH DATA DRIVE CLEARWATER, FL 33760	X			

Signatures

By: Arleen Quinones For: David M.
Upton

06/04/2012

__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) Direct: 14,860, unvested RSUs: 1,979.

(2) Option covering shares granted on 6/4/2002 at \$40.36 under the Tech Data Corporation 1995 Non-Employee Directors Non-Statutory Stock Option Plan which is 100% exercisable on 6/04/2003.

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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