

SMITH MICHAEL T
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 *
SMITH MICHAEL T

(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)
02/01/2005

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	02/01/2005		A ⁽¹⁾	6,507 A \$ 0	25,175	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)

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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		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		448		Class A Common Stock	448
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		448		Class A Common Stock	448
	\$ 18.75	02/01/2005		A		448			448

Options to purchase <u>(2)</u>								Class A Common Stock	
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A	448	12/01/2005	01/31/2015	Class A Common Stock	448
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A	448	01/01/2006	01/31/2015	Class A Common Stock	448
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A	448	02/01/2006	01/31/2015	Class A Common Stock	448

Reporting Owners

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

Signatures

Lily Yan Arevalo for Michael T. Smith	02/02/2005
<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) 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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