

INGRAM MICRO INC  
Form 4  
June 03, 2015

**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 \*  
BOYD LARRY C

(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)  
03/10/2015

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)  
EVP, Sec. & General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock            | 03/10/2015                           |  | A <sup>(1)</sup>               | 17,010  | A \$ 0  | 85,006   | D   |
| Class A Common Stock            | 03/10/2015                           |  | A <sup>(2)</sup>               | 5,282   | A \$ 0  | 90,288   | D   |
| Class A Common Stock            | 06/01/2015                           |  | F                              | 8,884   | D \$ 27.01  | 81,404   | D   |
| Class A Common                  |                                      |  |                                |   |   | 1,443  | I <sup>(3)</sup> 401(k)                               |

Stock

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

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(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 (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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----|---|-------------------------------|
|  |  |                                      |  | Code                           | V  | (A)  | (D) | Title   |                               |
| Options to purchase <u>(4)</u>             | \$ 27.01   | 06/01/2015                           |  | A                              |  | 7,503  |     | Class A Common Stock  | 7,503                         |
| Options to purchase <u>(4)</u>             | \$ 27.01   | 06/01/2015                           |  | A                              |  | 7,504  |     | Class A Common Stock  | 7,504                         |
| Options to purchase <u>(4)</u>             | \$ 27.01   | 06/01/2015                           |  | A                              |  | 7,504  |     | Class A Common Stock  | 7,504                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| BOYD LARRY C<br>C/O INGRAM MICRO INC.<br>1600 E. ST. ANDREW PLACE<br>SANTA ANA, CA 92705 |               |           | EVP, Sec. & General Counsel |       |

## Signatures

Larry C. Boyd

06/03/2015

\*\*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) Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, to be settled solely by delivery of an equal amount of shares of Ingram Micro Inc. Class A common stock, to vest on June 1, 2015.  
Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended, to be settled solely by
- (2) delivery of an equal amount of Ingram Micro Inc. Class A common stock, vesting in two equal installments on June 2, 2016 and June 2, 2017, provided the reporting person is employed by the Issuer on vesting dates.
- (3) Held in 401(k) as of December 31, 2014.
- (4) Granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended.

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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