TECH DATA CORP Form 4

March 31, 2006 FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

(Last)

Security

(Instr. 3)

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * HAMILTON LAWRENCE W

(First)

2. Issuer Name and Ticker or Trading Symbol

TECH DATA CORP [TECD]

3. Date of Earliest Transaction

(Month/Day/Year) 03/29/2006

Director 10% Owner Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

X_ Officer (give title below)

Senior Vice President of Human

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

Issuer

CLEARWATER, FL 33760

5350 TECH DATA DRIVE

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Date Maximum Value Stock-Settled Common \$ 37.04 $03/29/2007\underline{^{(1)}} \ \ 03/29/2016$ 20,000

Α

Reporting Owners

Relationships Reporting Owner Name / Address

03/29/2006

Other Director 10% Owner Officer

HAMILTON LAWRENCE W 5350 TECH DATA DRIVE CLEARWATER, FL 33760

Senior Vice President of Human

Stock

Signatures

Stock

Right

Appreciation

By: Danyle L. Anderson For: Lawrence W. 03/31/2006 Hamilton

> **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).

Maximum value stock-settled stock appreciation right ("MVSSAR") granted on 03/29/06 at \$37.04 under the 2000 Equity Incentive Plan (1) of Tech Data Corporation ("TECD") of which 25% is exercisable on 3/29/07 and on each of the subsequent anniversaries. Each MVSSAR is granted with a predetermined cap on the exercise price.

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.

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