INGRAM MICRO INC

Form 4

February 21, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * INGRAM ORRIN H II

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zin)

INGRAM MICRO INC [IM]

(Check all applicable)

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

02/20/2007

X_ Director X__ 10% Owner Other (specify Officer (give title below)

C/O INGRAM INDUSTRIES INC.. ONE BELLE MEADE PLACE 4400 HARDING ROAD

(State)

(First)

(Street)

4. If Amendment, Date Original 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

NASHVILLE, TN 37205

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit bor Dispos (Instr. 3, 4	ed of	` ′	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)
Class A Common Stock	02/20/2007		M	15,000	A	\$ 12.125	991,121 (2)	D	
Class A Common Stock	02/20/2007		S	15,000	D	\$ 20	976,121 (2)	D	

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

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number.

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. Transactio Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4) S	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase (1)	\$ 12.125	02/20/2007		M		1,250	12/01/1999	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007		M		1,250	01/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007		M		1,250	02/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007		M		1,250	03/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007		M		1,250	04/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007		M		1,250	05/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007		M		1,250	06/01/2000	10/31/2007	Class A Common Stock	1,250
Options to	\$ 12.125	02/20/2007		M		1,250	07/01/2000	10/31/2007	Class A Common	1,250

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purchase (1)							Stock	
Options to purchase (1)	\$ 12.125	02/20/2007	M	1,250	08/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007	M	1,250	09/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase (1)	\$ 12.125	02/20/2007	M	1,250	10/01/2000	10/31/2007	Class A Common Stock	1,250
Options to purchase	\$ 12.125	02/20/2007	M	1,250	11/01/2000	10/31/2007	Class A Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships					
copyring of the reality radicion	Director	10% Owner	Officer	Other		
INGRAM ORRIN H II						
C/O INGRAM INDUSTRIES INC.	X	X				
ONE BELLE MEADE PLACE 4400 HARDING ROAD	Λ	Λ				
NASHVILLE TN 37205						

Signatures

Lily Yan Arevalo for Orrin H.

Ingram

02/21/2007

**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) Granted pursuant to the Issuer's 1998 Equity Incentive Plan.
- (2) Does not include 188,815 shares and 1,609,096 shares held indirectly in trust for the benefit of the reporting person.

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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