

INGRAM MICRO INC

Form 4

August 28, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Humes William David

(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)

08/27/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

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

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	08/27/2014		M		36,390	A	\$ 19.55	149,501	D
Class A Common Stock	08/27/2014		M		25,259	A	\$ 18.45	174,760	D
Class A Common Stock	08/27/2014		S		59,088	D	\$ 28.6558 ⁽¹⁾	115,672	D
Class A Common	08/28/2014		M		10,291	A	\$ 18.45	125,963	D

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Stock

Class A

Common 08/28/2014

Stock

S 8,649 D 28.7102 117,314 D
(2)

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

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SEC 1474
(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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase (3)	\$ 19.55	08/27/2014		M	12,130	01/03/2007 01/02/2016	Class A Common Stock 12,130
Options to purchase (3)	\$ 19.55	08/27/2014		M	12,130	01/03/2008 01/02/2016	Class A Common Stock 12,130
Options to purchase (3)	\$ 19.55	08/27/2014		M	12,130	01/03/2009 01/02/2016	Class A Common Stock 12,130
Options to purchase (3)	\$ 18.45	08/27/2014		M	11,850	07/03/2007 07/02/2016	Class A Common Stock 11,850
Options to purchase (3)	\$ 18.45	08/27/2014		M	11,850	07/03/2008 07/02/2016	Class A Common Stock 11,850
Options to	\$ 18.45	08/27/2014		M	1,559	07/03/2009 07/02/2016	Class A Common 1,559

purchase
(3)

Stock

Options

to
purchase \$ 18.45 08/28/2014
(3)

M

10,291 07/03/2009 07/02/2016

Class A
Common
Stock

10,291

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Humes William David
C/O INGRAM MICRO INC.
1600 E. ST. ANDREW PLACE
SANTA ANA, CA 92705

Chief Financial Officer

Signatures

Lily Yan Arevalo for William D.
Humes

08/28/2014

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) Reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.65 to \$28.67, inclusive. Details regarding the number of shares sold at each separate price will be provided upon request.
- (2) Reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.71 to \$28.72, inclusive. Details regarding the number of shares sold at each separate price will be provided upon request.
- (3) 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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