ABRAMO GUY P Form 4

November 10, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * ABRAMO GUY P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INGRAM MICRO INC [IM]

(Last)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner Other (specify

C/O INGRAM MICRO INC., 1600

(First)

E. ST. ANDREW PLACE

(Month/Day/Year)

11/09/2004 below)

X_ Officer (give title **EVP & CSO**

(Check all applicable)

(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

Person

SANTA ANA, CA 92705

| (City) | (State) | (Zip) Tab | ole I - Non- | -Derivative Securit | ies Acquir | ed, Disposed of, | or Beneficially | y Owned |
|--------------------------------------|---|---|--|---------------------|--|--|---|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) Or | | 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 | | | Code V | Amount (D) | Price | (msu: 5 und 1) | | |
| Common Stock | 11/09/2004 | | M | 15,000 A S | \$ 13.75 | 15,300 | D | |
| Class A Common Stock | 11/09/2004 | | M | 25,000 A \$ | \$ 11.31 | 40,300 | D | |
| Class A Common Stock | 11/09/2004 | | M | 25,000 A 3 | § 11.6875 | 65,300 | D | |
| Class A Common | 11/09/2004 | | S | 34,800 D \$ | \$ 17.96 | 30,500 | D | |

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Stock

| Class A Common Stock | 11/09/2004 | S | 14,100 | D | \$ 17.97 | 16,400 | D |
|----------------------------|------------|---|--------|---|----------|--------|---|
| Class A Common Stock | 11/09/2004 | S | 5,000 | D | \$ 17.98 | 11,400 | D |
| Class A Common Stock | 11/09/2004 | S | 11,100 | D | \$ 17.99 | 300 | D |

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. Transactic Code (Instr. 8) | FransactionDerivative Code Securities | | 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 (1) | \$ 11.6875 | 11/09/2004 | | M | | 25,000 | 02/01/2002 | 01/31/2010 | Class A Common Stock | 25,000 |
| Options to purchase (2) | \$ 13.75 | 11/09/2004 | | M | | 7,000 | 09/29/2001 | 09/28/2010 | Class A Common Stock | 7,000 |
| Options to purchase (2) | \$ 13.75 | 11/09/2004 | | M | | 7,000 | 09/29/2002 | 09/28/2010 | Class A Common Stock | 7,000 |
| Options to purchase (2) | \$ 13.75 | 11/09/2004 | | M | | 1,000 | 09/29/2003 | 09/28/2010 | Class A Common Stock | 1,000 |

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ABRAMO GUY P C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705

EVP & CSO

Signatures

Lily Yan Arevalo for Guy P. 11/10/2004 Abramo

**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) Granted pursuant to the Issuer's 2000 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. 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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