

SMITH MICHAEL T  
Form 4  
February 03, 2005

**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 \*  
SMITH MICHAEL T

(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)  
02/01/2005

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)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	02/01/2005		A <sup>(1)</sup>	6,507	A	\$ 0	25,175	D

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)**

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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)	8. F. Derivative Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		447		Class A Common Stock	447
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		448		Class A Common Stock	448
Options to purchase <u>(2)</u>	\$ 18.75	02/01/2005		A		448		Class A Common Stock	448
	\$ 18.75	02/01/2005		A		448			448

Options to purchase (2)								Class A Common Stock	
Options to purchase (2)	\$ 18.75	02/01/2005	A	448	12/01/2005	01/31/2015		Class A Common Stock	448
Options to purchase (2)	\$ 18.75	02/01/2005	A	448	01/01/2006	01/31/2015		Class A Common Stock	448
Options to purchase (2)	\$ 18.75	02/01/2005	A	448	02/01/2006	01/31/2015		Class A Common Stock	448

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH MICHAEL T C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705		X		

## Signatures

Lily Yan Arevalo for Michael T. Smith  
Date: 02/02/2005

\*\*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) Restricted stock grant issued pursuant to the Issuer's 2003 Equity Incentive Plan.
- (2) 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. 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.