

INGRAM MICRO INC
Form 4
December 20, 2005

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RICKETTS JAMES F

(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)
12/19/2005

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)
Corporate VP & Treasurer

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 12/19/2005 | | M ⁽¹⁾ | 15,000 | A | \$ 18 | 17,832 | D |
| Class A Common Stock | 12/19/2005 | | M ⁽¹⁾ | 23,880 | A | \$ 13.03 | 41,712 | D |
| Class A Common Stock | 12/19/2005 | | S ⁽¹⁾ | 38,880 | D | \$ 20 | 2,832 | 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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to purchase <u>(2)</u> | \$ 18 | 12/19/2005 | | M | 7,500 | 04/28/1998 10/31/2006 | Class A Common Stock | 7,500 |
| Options to purchase <u>(2)</u> | \$ 18 | 12/19/2005 | | M | 7,500 | 10/24/1998 10/31/2006 | Class A Common Stock | 7,500 |
| Options to purchase <u>(3)</u> | \$ 13.03 | 12/19/2005 | | M | 7,960 | 07/01/2003 06/30/2012 | Class A Common Stock | 7,960 |
| Options to purchase <u>(3)</u> | \$ 13.03 | 12/19/2005 | | M | 7,960 | 07/01/2004 06/30/2012 | Class A Common Stock | 7,960 |
| Options to purchase <u>(3)</u> | \$ 13.03 | 12/19/2005 | | M | 7,960 | 07/01/2005 06/30/2012 | Class A Common Stock | 7,960 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Corporate VP & Treasurer | |

RICKETTS JAMES F
C/O INGRAM MICRO INC.
1600 E. ST. ANDREW PLACE
SANTA ANA, CA 92705

Signatures

Lily Yan Arevalo for James F.
Ricketts

12/20/2005

__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) The above transactions were pursuant to a trading plan entered into on August 4, 2005, during a trading window, in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
 - (2) Granted pursuant to the Issuer's Amended and Restated 1996 Equity Incentive Plan.
 - (3) 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.

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