Edgar Filing: INGRAM JOHN R - Form 4

Form 4	DHN R										
November 24	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB APPROVAL OMB 3235-0287 Number:				
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed p inue.	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								January 31 Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type F	Responses)										
INGRAM JOHN R Syr			Symbol	2. Issuer Name and Ticker or Trading Symbol NGRAM MICRO INC [IM]				5. Relationship of Reporting Person(s) to Issuer			
(Mor				e of Earliest Transaction h/Day/Year) 4/2004				(Check all applicable) <u>X</u> Director Officer (give title <u>X</u> 10% Owner below) below)			
				ndment, Date Original hth/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 			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	ecuritie	es Acqu	uired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Executio any	ned n Date, if Day/Year)	Code	4. Securitie m(A) or Disp (Instr. 3, 4	osed o		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	11/24/2004			Code V S <u>(1)</u>	Amount 100,000	(D)	Price \$19	(Instr. 3 and 4) 505,602	D		

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

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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Other

Reporting Owners

Reporting Owner Name / Address	Relationships			
18	Director	10% Owner	Officer	
INGRAM JOHN R C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE 4400 HARI NASHVILLE, TN 37205	DING ROAD	Х	Х	
Signatures				
Lily Yan Arevalo for John R. Ingram	11/24/2004			

**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 transaction was pursuant to a trading plan entered into on May 19, 2004, during a trading window, in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

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.