

FALSTRUP ASGER
Form 4/A
January 10, 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 *
FALSTRUP ASGER

(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)
11/24/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
11/24/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Pres. IM Latin America

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	11/24/2004		M		\$ 25,320 A 16.425	26,670	D
Class A Common Stock	11/24/2004		M		\$ 48,021 A 16.2	74,691	D
Class A Common Stock	11/24/2004		S		\$ 5,400 D 18.83	69,291	D
Class A Common	11/24/2004		S		\$ 1,141 D 18.84	68,150	D

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Stock

Class A
Common Stock 11/24/2004 S 33,200 D \$ 18.85 34,950 D

Class A
Common Stock 11/24/2004 S 3,800 D \$ 18.86 31,150 D

Class A
Common Stock 11/24/2004 S 16,000 D \$ 18.87 15,150 D

Class A
Common Stock 11/24/2004 S 13,800 D \$ 18.88 1,350 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)

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 <u>(1)</u>	\$ 16.425	11/24/2004		M	8,440	03/05/2002 03/04/2012	Class A Common Stock 8,440
Options to purchase <u>(1)</u>	\$ 16.425	11/24/2004		M	8,440	02/01/2003 03/04/2012	Class A Common Stock 8,440
Options to purchase <u>(1)</u>	\$ 16.425	11/24/2004		M	8,440	02/01/2004 03/04/2012	Class A Common Stock 8,440
	\$ 16.2	11/24/2004		M	10,309	07/02/2002 03/04/2012	10,309

Options to purchase (1)								Class A Common Stock	
Options to purchase (1)	\$ 16.2	11/24/2004	M	10,309	07/02/2003	03/04/2012		Class A Common Stock	10,309
Options to purchase (1)	\$ 16.2	11/24/2004	M	10,309	07/02/2004	03/04/2012		Class A Common Stock	10,309
Options to purchase (1)	\$ 16.2	11/24/2004	M	5,698	10/01/2002	03/04/2012		Class A Common Stock	5,698
Options to purchase (1)	\$ 16.2	11/24/2004	M	5,698	10/01/2003	03/04/2012		Class A Common Stock	5,698
Options to purchase (1)	\$ 16.2	11/24/2004	M	5,698	10/01/2004	03/04/2012		Class A Common Stock	5,698

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALSTRUP ASGER C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705			SVP & Pres. IM Latin America	

Signatures

Lily Yan Arevalo for Asger
Falstrup

01/10/2005

**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) 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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