

INGRAM MICRO INC
Form 4
June 03, 2015

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 *
BOYD LARRY C

(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)
03/10/2015

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)
EVP, Sec. & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	03/10/2015		A ⁽¹⁾	17,010 A \$ 0	85,006	D	
Class A Common Stock	03/10/2015		A ⁽²⁾	5,282 A \$ 0	90,288	D	
Class A Common Stock	06/01/2015		F	8,884 D \$ 27.01	81,404	D	
Class A Common					1,443	I ⁽³⁾	401(k)

Stock

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 (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>(4)</u>	\$ 27.01	06/01/2015		A	7,503	06/01/2016 05/31/2022	Class A Common Stock	7,503
Options to purchase <u>(4)</u>	\$ 27.01	06/01/2015		A	7,504	06/01/2017 05/31/2022	Class A Common Stock	7,504
Options to purchase <u>(4)</u>	\$ 27.01	06/01/2015		A	7,504	06/01/2018 05/31/2022	Class A Common Stock	7,504

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD LARRY C C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705			EVP, Sec. & General Counsel	

Signatures

Larry C. Boyd

06/03/2015

**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) Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, to be settled solely by delivery of an equal amount of shares of Ingram Micro Inc. Class A common stock, to vest on June 1, 2015.

Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended, to be settled solely by
- (2) delivery of an equal amount of Ingram Micro Inc. Class A common stock, vesting in two equal installments on June 2, 2016 and June 2, 2017, provided the reporting person is employed by the Issuer on vesting dates.
- (3) Held in 401(k) as of December 31, 2014.
- (4) Granted pursuant to the Issuer's 2011 Equity Incentive Plan, 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.

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