

INGRAM MICRO INC  
Form 4  
August 12, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Gupta Shailendra

(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)  
08/09/2013

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)

SR EVP & Pres., Mobility

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Class A Common Stock            | 08/09/2013                           |  | M                              |   | 12,374  | A  | \$ 19.24 150,125                                      |
| Class A Common Stock            | 08/09/2013                           |  | M                              |   | 9,660   | A  | \$ 18.45 159,785                                      |
| Class A Common Stock            | 08/09/2013                           |  | M                              |   | 9,600   | A  | \$ 19.55 169,385                                      |
| Class A Common                  | 08/09/2013                           |  | M                              |   | 6,892   | A  | \$ 20.21 176,277                                      |

Edgar Filing: INGRAM MICRO INC - Form 4

Stock

|                            |            |   |        |   |                             |         |   |
|----------------------------|------------|---|--------|---|-----------------------------|---------|---|
| Class A<br>Common<br>Stock | 08/09/2013 | M | 24,480 | A | \$ 20.7                     | 200,757 | D |
| Class A<br>Common<br>Stock | 08/09/2013 | S | 60,887 | D | \$<br>22.9629<br><u>(1)</u> | 139,870 | D |
| Class A<br>Common<br>Stock | 08/09/2013 | S | 7,767  | D | \$ 23                       | 132,103 | D |
| Class A<br>Common<br>Stock | 08/09/2013 | S | 13,467 | D | \$ 23.1                     | 118,636 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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>             | \$ 19.24   | 08/09/2013                           |  | M                              | 6,187   | 11/30/2006 11/29/2014                                    | Class A Common Stock  | 6,187                         |
| Options to purchase <u>(2)</u>             | \$ 19.24   | 08/09/2013                           |  | M                              | 6,187   | 11/30/2007 11/29/2014                                    | Class A Common Stock  | 6,187                         |
| Options to purchase <u>(2)</u>             | \$ 19.55   | 08/09/2013                           |  | M                              | 3,200   | 01/03/2007 01/02/2016                                    | Class A Common Stock  | 3,200                         |

Edgar Filing: INGRAM MICRO INC - Form 4

|                                |          |            |   |       |            |            |                            |       |
|--------------------------------|----------|------------|---|-------|------------|------------|----------------------------|-------|
| <u>Options to purchase (2)</u> | \$ 19.55 | 08/09/2013 | M | 3,200 | 01/03/2008 | 01/02/2016 | Class A<br>Common<br>Stock | 3,200 |
| <u>Options to purchase (2)</u> | \$ 19.55 | 08/09/2013 | M | 3,200 | 01/03/2009 | 01/02/2016 | Class A<br>Common<br>Stock | 3,200 |
| <u>Options to purchase (2)</u> | \$ 18.45 | 08/09/2013 | M | 3,220 | 07/03/2007 | 07/02/2016 | Class A<br>Common<br>Stock | 3,220 |
| <u>Options to purchase (2)</u> | \$ 18.45 | 08/09/2013 | M | 3,220 | 07/03/2008 | 07/02/2016 | Class A<br>Common<br>Stock | 3,220 |
| <u>Options to purchase (2)</u> | \$ 18.45 | 08/09/2013 | M | 3,220 | 07/03/2009 | 07/02/2016 | Class A<br>Common<br>Stock | 3,220 |
| <u>Options to purchase (2)</u> | \$ 20.7  | 08/09/2013 | M | 8,160 | 01/03/2008 | 01/02/2017 | Class A<br>Common<br>Stock | 8,160 |
| <u>Options to purchase (2)</u> | \$ 20.7  | 08/09/2013 | M | 8,160 | 01/03/2009 | 01/02/2017 | Class A<br>Common<br>Stock | 8,160 |
| <u>Options to purchase (2)</u> | \$ 20.7  | 08/09/2013 | M | 8,160 | 01/03/2010 | 01/02/2017 | Class A<br>Common<br>Stock | 8,160 |
| <u>Options to purchase (2)</u> | \$ 20.21 | 08/09/2013 | M | 2,297 | 08/01/2008 | 07/31/2017 | Class A<br>Common<br>Stock | 2,297 |
| <u>Options to purchase (2)</u> | \$ 20.21 | 08/09/2013 | M | 2,297 | 08/01/2009 | 07/31/2017 | Class A<br>Common<br>Stock | 2,297 |
| <u>Options to purchase (2)</u> | \$ 20.21 | 08/09/2013 | M | 2,298 | 08/01/2010 | 07/31/2017 | Class A<br>Common<br>Stock | 2,298 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Gupta Shailendra<br>C/O INGRAM MICRO INC.<br>1600 E. ST. ANDREW PLACE<br>SANTA ANA, CA 92705 |               |           | SR EVP & Pres., Mobility |       |

## Signatures

|  |                     |
|--|---------------------|
| Lily Yan Arevalo for Shailendra<br>Gupta       | 08/12/2013          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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) Reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from 22.95 to 23.03, inclusive. Details regarding the number of shares sold at each separate price will be provided upon request.
- (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.