TECH DATA CORP Form 4

March 31, 2006

FORM 4

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

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 * Ducatelli Thomas J

(First) (Middle) (Last)

(Street)

5350 TECH DATA DRIVE

2. Issuer Name and Ticker or Trading

Symbol

TECH DATA CORP [TECD]

3. Date of Earliest Transaction (Month/Day/Year)

03/29/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

SVP, US Sales

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

CLEARWATER, FL 33760

1. Title of 2. Transaction Date 2A. Deemed Security

(City)

(Instr. 3)

(Month/Day/Year)

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

Indirect

7. Nature of

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Sec (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4,

and 5) (A)

(D) Date Exercisable Expiration Title

Date

Maximum

Value

Stock-Settled Stock

\$ 37.04 03/29/2006

20,000 Α

Code V

 $03/29/2007\underline{^{(1)}} \ \ 03/29/2016$

Common Stock

Appreciation Right

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Ducatelli Thomas J

5350 TECH DATA DRIVE SVP, US Sales

CLEARWATER, FL 33760

Signatures

By: Danyle L. Anderson For: Thomas J. 03/31/2006 Ducatelli

**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).

Maximum value stock-settled stock appreciation right ("MVSSAR") granted on 03/29/06 at \$37.04 under the 2000 Equity Incentive Plan (1) of Tech Data Corporation ("TECD") of which 25% is exercisable on 3/29/07 and on each of the subsequent anniversaries. Each MVSSAR is granted with a predetermined cap on the exercise price.

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.

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