

TECH DATA CORP
Form 4
July 03, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GODWIN BENJAMIN B

(Last) (First) (Middle)

5350 TECH DATA DRIVE

(Street)

CLEARWATER, FL 33760

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TECH DATA CORP [TECD]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2006

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)

Corporate Vice President-

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 (A) or (D) Price			
Common Stock	06/30/2006		M	4,120 A \$ 24.27	4,120	D	
Common Stock	06/30/2006		S	4,120 D \$ 38.40	0	D	
Common Stock	06/30/2006		M	880 A \$ 24.27	880	D	
Common Stock	06/30/2006		S	880 D \$ 38.40	0	D	
Common Stock					763	I	by Trust - 401(k)

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

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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 Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 24.27	06/30/2006		M	4,120	03/19/2006 ⁽¹⁾ 03/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.27	06/30/2006		M	880	03/19/2006 ⁽¹⁾ 03/19/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODWIN BENJAMIN B 5350 TECH DATA DRIVE CLEARWATER, FL 33760			Corporate Vice President-	

Signatures

By: Charles V. Dannewitz For: Benjamin B. Godwin
Date: 07/03/2006

**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) Option covering shares granted on 03/19/03 at \$24.27 under the 2000 Equity Incentive Plan of Tech Data Corporation ("TECD"), of which 25% is exercisable on 3/19/04 and on each of the subsequent anniversaries.

Remarks:

Table I (column 5) - Approximately 763 shares held by 401(k) are shares held in trust by the Tech Data Corporation 401(k) Sa

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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