

VETTER DAVID R  
Form 4  
February 29, 2012

**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 \*  
VETTER DAVID R

(Last) (First) (Middle)

TECH DATA CORPORATION, 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)  
02/27/2012

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)  
SVP,General Counsel,Secretary

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)
				(A) or (D)	Price		
Common Stock	02/27/2012		M	V	20,000 (1)	A	\$ 37.04 45,679 D
Common Stock	02/27/2012		D		14,863	D	\$ 57.26 30,816 D
Common Stock	02/27/2012		M	V	20,000 (2)	A	\$ 37.06 50,816 D
Common Stock	02/27/2012		D		15,072	D	\$ 57.26 35,744 (3) 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 Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 37.06	02/27/2012		M	20,000 (1)	03/31/2009 <sup>(4)</sup> 03/31/2015	Common Stock
Stock Appreciation Right	\$ 37.04	02/27/2012		M	20,000 (2)	03/29/2010 <sup>(5)</sup> 03/29/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VETTER DAVID R TECH DATA CORPORATION 5350 TECH DATA DRIVE CLEARWATER, FL 33760			SVP,General Counsel,Secretary	

## Signatures

By: Arleen Quinones For: David R. Vetter 02/29/2012

\_\_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).

- The market value of Tech Data stock reached \$57.06 per share after the vesting period, attaining the award's \$20 maximum cap per share,
- (1) therefore, in accordance with the grant agreement, the vested shares were automatically exercised. The net shares received represent the maximum value less any tax liability, if applicable.
- (2) The market value of Tech Data stock reached \$57.04 per share after the vesting period, attaining the award's \$20 maximum cap per share, therefore, in accordance with the grant agreement, the vested shares were automatically exercised. The net shares received represent the

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maximum value less any tax liability, if applicable.

- (3) Direct: 28,357, unvested RSUs: 7,387.

- (4) Maximum value stock-settled stock appreciation right (MVSSAR) granted on 03/31/2005 at an exercise price of \$37.06 per share under the 2000 Equity Incentive Plan of Tech Data Corporation, vesting 25% on 03/31/2006 and on each of the subsequent anniversaries. Each MVSSAR is granted with a \$20 predetermined cap on the realizable value per share.

- (5) Maximum value stock-settled stock appreciation right (MVSSAR) granted on 03/29/2006 at an exercise price of \$37.04 per share under the 2000 Equity Incentive Plan of Tech Data Corporation, vesting 25% on 03/29/2007 and on each subsequent anniversary. Each MVSSAR is granted with a \$20 predetermined cap on the realizable value per share.

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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