FALSTRUP ASGER

Form 4

November 08, 2004

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **FALSTRUP ASGER**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INGRAM MICRO INC [IM]

(Check all applicable)

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

Director 10% Owner Other (specify _X__ Officer (give title below)

C/O INGRAM MICRO INC., 1600

11/08/2004

SVP & Pres. IM Latin America

E. ST. ANDREW PLACE

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SANTA ANA, CA 92705

(City)	(State)	(Zip) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	11/08/2004		M	14,045	A	\$ 13.03	15,395	D		
Class A Common Stock	11/08/2004		M	25,070	A	\$ 11	40,465	D		
Class A Common Stock	11/08/2004		S	21,200	D	\$ 17.99	19,265	D		
Class A Common	11/08/2004		S	13,915	D	\$ 17.98	5,350	D		

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Stock

Class A Common Stock	11/08/2004	S	3,300	D	\$ 17.97	2,050	D
Class A Common Stock	11/08/2004	S	700	D	\$ 17.96	1,350	D

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 required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase (1)	\$ 13.03	11/08/2004		M		12,795	07/01/2004	06/30/2012	Class A Common Stock	12,795
Options to purchase (1)	\$ 13.03	11/08/2004		M		625	07/01/2003	06/30/2012	Class A Common Stock	625
Options to purchase (1)	\$ 13.03	11/08/2004		M		625	07/01/2004	06/30/2012	Class A Common Stock	625
Options to purchase (2)	\$ 11	11/08/2004		M		25,070	07/01/2004	06/30/2013	Class A Common Stock	25,070

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FALSTRUP ASGER C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705

SVP & Pres. IM Latin America

Signatures

Lily Yan Arevalo for Asger
Falstrup

11/08/2004

**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) Granted pursuant to the Issuer's 1998 Equity Incentive Plan.
- (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.

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