

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>INGRAM MARTHA R</u> (Last) (First) (Middle) <u>C/O INGRAM INDUSTRIES INC.</u> <u>ONE BELLE MEADE PLACE 4400 HARDING ROAD</u> (Street) <u>NASHVILLE TN 37205</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INGRAM MICRO INC [IM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		03/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	1,375	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		04/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	2,750	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		05/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	4,125	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		06/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	5,500	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		07/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	6,875	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		08/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	8,250	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		09/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	9,625	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		10/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	11,000	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		11/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	12,375	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,375		12/02/2004	02/01/2014	Class A Common Stock	1,375	\$0	13,750	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,376		01/02/2005	02/01/2014	Class A Common Stock	1,376	\$0	15,126	D	
Options to purchase ⁽¹⁾	\$16.64	02/02/2004		A		1,376		02/02/2005	02/01/2014	Class A Common Stock	1,376	\$0	16,502	D	

Explanation of Responses:

1. Granted pursuant to the Issuer's 2003 Equity Incentive Plan.

Lily Yan Arevalo for Martha R. Ingram 02/04/2004

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.