

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

[29~

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Ingram Micro Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.01
(Title of Class of Securities)

457153
(CUSIP Number)

Check the following box if a fee is being paid with this statement []

Page 1 of 58 Pages
Exhibit Index on Page 56

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Martha R. Ingram

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

3. SEC USE ONLY

(b) [X]

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

2,852,819

6. SHARED VOTING POWER

80,887,972

7. SOLE DISPOSITIVE POWER

2,852,819

8. SHARED DISPOSITIVE POWER

80,887,972

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

83,740,791

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

77.5%

12. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Orrin H. Ingram, II

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. SOLE VOTING POWER 1,968,625
	6. SHARED VOTING POWER 71,286,290
	7. SOLE DISPOSITIVE POWER 1,968,625
	8. SHARED DISPOSITIVE POWER 71,286,290

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,254,915

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.1%

12. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

John R. Ingram

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. SOLE VOTING POWER 631,989
	6. SHARED VOTING POWER 71,286,290

7.	SOLE DISPOSITIVE POWER	
	631,989	
8.	SHARED DISPOSITIVE POWER	
	71,286,290	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	71,918,279	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	74.8%	
12.	TYPE OF REPORTING PERSON	
	IN	

1.	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO.	
	David B. Ingram	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
		(a) []
		(b) [X]

3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	

Number of Shares Beneficially Owned by Each Reporting Person With	5.	SOLE VOTING POWER	
		1,105,355	
	6.	SHARED VOTING POWER	
		71,286,290	
	7.	SOLE DISPOSITIVE POWER	
		1,105,355	
	8.	SHARED DISPOSITIVE POWER	
		71,286,290	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	72,391,645		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		[]
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	74.9%		
12.	TYPE OF REPORTING PERSON		
	IN		

1.	NAME OF REPORTING PERSON	
----	--------------------------	--

S.S. or I.R.S. IDENTIFICATION NO.

Robin B. Ingram Patton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

380,328

6. SHARED VOTING POWER

71,266,588

7. SOLE DISPOSITIVE POWER

380,328

8. SHARED DISPOSITIVE POWER

71,266,588

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,646,916

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

74.7%

12. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Roy E. Claverie

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

818,465

6. SHARED VOTING POWER

9,270,621

7. SOLE DISPOSITIVE POWER
818,465

8. SHARED DISPOSITIVE POWER
9,270,621

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,239,086

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
29.8%

12. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.
QTIP Marital Trust Created Under the E. Bronson Ingram
Revocable Trust Agreement Dated January 4, 1995

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER
69,099,259

6. SHARED VOTING POWER
-0-

7. SOLE DISPOSITIVE POWER
69,099,259

8. SHARED DISPOSITIVE POWER
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
69,099,259

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
74.0%

12. TYPE OF REPORTING PERSON
00

1. NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO.

E. Bronson Ingram 1995 Charitable Remainder 5% Unitrust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

814,817

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

814,817

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

814,817

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.2%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Martha and Bronson Ingram Foundation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

19,702

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

19,702

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,702

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

E. Bronson Ingram 1994 Charitable Lead Annuity Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

2,167,329

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

2,167,329

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,167,329

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Orrin Henry Ingram, II, Under Agreement with E.
Bronson Ingram Dated October 27, 1967

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

345,868

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

345,868

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

345,868

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Orrin Henry Ingram, II, Under Agreement with E.
Bronson Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

942,175

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

942,175

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

942,175

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.7%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Orrin Henry Ingram, II, Under Agreement with Hortense
B. Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

75,916

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

75,916

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,916

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The Orrin H. Ingram Irrevocable Trust Dated July 9, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares Beneficially Owned by Each Reporting Person With	5. SOLE VOTING POWER 6,892
	6. SHARED VOTING POWER -0-
	7. SOLE DISPOSITIVE POWER 6,892
	8. SHARED DISPOSITIVE POWER -0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of Orrin H. Ingram Established by Martha
R. Rivers Under Agreement of Trust Originally Dated April 30,
1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares Beneficially Owned	5. SOLE VOTING POWER
--	----------------------

by Each Reporting Person With	71,007
6.	SHARED VOTING POWER
	-0-
7.	SOLE DISPOSITIVE POWER
	71,007
8.	SHARED DISPOSITIVE POWER
	-0-
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	71,007
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.3%
12.	TYPE OF REPORTING PERSON
	00
1.	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO.
	Trust for John Rivers Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) []
	(b) [X]
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	Minnesota
Number of Shares Beneficially Owned by Each Reporting Person With	5. SOLE VOTING POWER
	694,774
	6. SHARED VOTING POWER
	-0-
	7. SOLE DISPOSITIVE POWER
	694,774
	8. SHARED DISPOSITIVE POWER
	-0-
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	694,774
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	2.8%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for John Rivers Ingram, Under Agreement with E. Bronson
Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,852,729

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

1,852,729

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,852,729

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for John Rivers Ingram, Under Agreement with Hortense B.
Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

75,916

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

75,916

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,916

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The John R. Ingram Irrevocable Trust Dated July 9, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

6,892

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

6,892

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of John R. Ingram Established by Martha
R. Rivers Under Agreement of Trust Originally Dated April 30,
1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

71,007

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

71,007

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,007

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The John and Stephanie Ingram Family 1996 Generation Skipping
Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

31,497

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

31,497

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,497

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for David B. Ingram, Under Agreement with E. Bronson
Ingram Dated October 27, 1967

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,304,185

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

1,304,185

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,304,185

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.1%

12. TYPE OF REPORTING PERSON
00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.
Trust for David B. Ingram, Under Agreement with E. Bronson
Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER
3,479,842

6. SHARED VOTING POWER
-0-

7. SOLE DISPOSITIVE POWER
3,479,842

8. SHARED DISPOSITIVE POWER
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,479,842

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12.5%

12. TYPE OF REPORTING PERSON
00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.
Trust for David B. Ingram, Under Agreement with Hortense B.
Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

142,586

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

142,586

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

142,586

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The David B. Ingram Irrevocable Trust Dated July 9, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

12,945

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

12,945

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,945

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of David B. Ingram Established by Martha
R. Rivers Under Agreement of Trust Originally Dated April 30,
1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

133,365

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

133,365

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

133,365

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

David and Sarah Ingram Family 1996 Generation Skipping Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

59,157

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

59,157

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

59,157

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson
Ingram Dated October 27, 1967

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

926,365

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

926,365

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

926,365

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.7%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson
Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,852,729

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

1,852,729

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,852,729

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Robin Bigelow Ingram, Under Agreement with Hortense
B. Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

75,926

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

75,926

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,926

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The Robin Ingram Patton Irrevocable Trust Dated July 9, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

6,892

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

6,892

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of Robin B. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

71,007

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

71,007

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,007

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

SunTrust Bank, Atlanta

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

20,320

6. SHARED VOTING POWER

11,825,641

7. SOLE DISPOSITIVE POWER

20,320

8. SHARED DISPOSITIVE POWER

11,825,641

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,845,961

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

48.8%

12. TYPE OF REPORTING PERSON

BK

Item 1(a). Name of Issuer:

Ingram Micro Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive
Offices:

1600 E. St. Andrew Place
Santa Ana, CA 92705

Item 2(a). Name of Persons Filing:

Martha R. Ingram

Orrin H. Ingram, II

John R. Ingram

David B. Ingram

Robin B. Ingram Patton

Roy E. Claverie

QTIP Marital Trust Created Under the E. Bronson Ingram
Revocable Trust Agreement Dated January 4, 1995 ("QTIP
Trust")

E. Bronson Ingram 1995 Charitable Remainder 5% Unitrust
("Charitable Remainder")

Martha and Bronson Ingram Foundation ("Foundation")

E. Bronson Ingram 1994 Charitable Lead Annuity Trust
("Charitable Lead")

Trust for Orrin Henry Ingram, II, Under Agreement with E.
Bronson Ingram Dated October 27, 1967 ("OHI '67 Trust")

Trust for Orrin Henry Ingram, II, Under Agreement with E.
Bronson Ingram Dated June 14, 1968 ("OHI '68 Trust")

Trust for Orrin Henry Ingram, II, Under Agreement with
Hortense B. Ingram Dated December 22, 1975 ("OHI '75
Trust")

The Orrin H. Ingram Irrevocable Trust Dated July 9, 1992
("OHI '92 Trust")

Trust for the Benefit of Orrin H. Ingram Established by
Martha R. Rivers Under Agreement of Trust Originally
Dated April 30, 1982, as Amended ("OHI '82 Trust")

Trust for John Rivers Ingram, Under Agreement with E.
Bronson Ingram Dated October 27, 1967 ("JRI '67 Trust")

Trust for John Rivers Ingram, Under Agreement with E.
Bronson Ingram Dated June 14, 1968 ("JRI '68 Trust")

Trust for John Rivers Ingram, Under Agreement with
Hortense B. Ingram Dated December 22, 1975 ("JRI '75
Trust")

The John R. Ingram Irrevocable Trust Dated July 9, 1992
("JRI '92 Trust")

Trust for the Benefit of John R. Ingram Established by
Martha R. Rivers Under Agreement of Trust Originally
Dated April 30, 1982, as Amended ("JRI '82 Trust")

The John and Stephanie Ingram Family 1996 Generation
Skipping Trust ("JRI Family Trust")

Trust for David B. Ingram, Under Agreement with E.
Bronson Ingram Dated October 27, 1967 ("DBI '67 Trust")

Trust for David B. Ingram, Under Agreement with E.
Bronson Ingram Dated June 14, 1968 ("DBI '68 Trust")

Trust for David B. Ingram, Under Agreement with Hortense
E. Ingram Dated December 22, 1975 ("DBI '75 Trust")

The David B. Ingram Irrevocable Trust Dated July 9, 1992
("DBI '92 Trust")

Trust for the Benefit of David B. Ingram Established by
Martha R. Rivers Under Agreement of Trust Originally
Dated April 30, 1982, as Amended ("DBI '82 Trust")

The David and Sarah Ingram Family 1996 Generation
Skipping Trust ("DBI Family Trust")

Trust for Robin Bigelow Ingram, Under Agreement with E.
Bronson Ingram Dated October 27, 1967 ("RBI '67 Trust")

Trust for Robin Bigelow Ingram, Under Agreement with E.
Bronson Ingram Dated June 14, 1968 ("RBI '68 Trust")

Trust for Robin Bigelow Ingram, Under Agreement with
Hortense B. Ingram Dated December 22, 1975 ("RBI '75
Trust")

The Robin Ingram Patton Irrevocable Trust Dated July 9,
1992 ("RBI '92 Trust")

Trust for the Benefit of Robin B. Ingram Established by
Martha R. Rivers Under Agreement of Trust Originally
Dated April 30, 1982, as Amended ("RBI '82 Trust")

SunTrust Bank, Atlanta ("SunTrust")

In accordance with Rule 13d-1(f)(1) under the Securities
Exchange Act of 1934, as amended (the "Exchange Act"),
each person filing this statement acknowledges that it is

responsible for the completeness and accuracy of the information contained herein concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Item 2(b).

Address of Principal Business Office or, if None, Residence:

The business address of each of Martha R. Ingram, Orrin H. Ingram, John R. Ingram, II and Roy E. Claverie is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The business address of David B. Ingram is c/o Ingram Entertainment Inc., 2 Ingram Boulevard, La Vergne, TN 37089.

The address of Robin B. Ingram Patton is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of QTIP Trust, Foundation and Charitable Lead is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of Charitable Remainder is c/o Martha R. Ingram, Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of each of OHI '67 Trust, OHI '68 Trust, OHI '75 Trust, JRI '67 Trust, JRI '68 Trust, JRI '75 Trust, DBI '67 Trust, DBI '68 Trust, DBI '75 Trust, RBI '67 Trust, RBI '68 Trust and RBI '75 Trust is c/o SunTrust Bank, Atlanta, Attn: Thomas A. Shanks, Jr., Trust Company Tower, 25 Park Place, 2nd Floor, Atlanta, GA 30303.

The address of each of OHI '92 Trust, OHI '82 Trust, JRI '92 Trust, JRI '82 Trust, DBI '92 Trust, DBI '82 Trust, RBI '92 Trust and RBI '82 Trust is c/o Roy E. Claverie, Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of JRI Family Trust is c/o William S. Jones, Ingram Industries Inc., 4400 Harding Road, Nashville, TN 37205

The address of DBI Family Trust is c/o Thomas H. Lunn, Ingram Entertainment Inc., 2 Ingram Boulevard, La Vergne, TN 37089.

The address of SunTrust is Trust Company Tower, 25 Park Place, NE, Atlanta, GA 30303

Item 2(c).

Citizenship:

Each of the persons filing this statement is a United States citizen, a corporation or limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States.

Item 2(d).

Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

Item 2(e).

CUSIP Number:

457153

Item 3.

Type of Reporting Person:

N/A

Item 4.

Ownership:

(a), (b) and (c)

The entities named in Exhibit 1 (excluding Roy E. Claverie and SunTrust) (the "Shareholders") and the Company entered into a Board Representation Agreement (the "Agreement") dated as of November 6, 1996. Except as described in footnotes (10) and (11) below, all of the shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), and Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), covered by this statement are subject to the Agreement, which requires (i) the Shareholders to vote for certain directors of the Company and (ii) a majority of the Shareholders to approve certain corporate transactions. The parties to the Agreement (other than the Company) and certain trustees of certain Shareholders are filing this Schedule 13G jointly. The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table below. Based on information provided by the Company, as of December 31, 1996, there were outstanding 24,269,533 shares of Class A Common Stock and 109,838,762 shares of Class B Common Stock. Each share of Class A Common Stock entitles the holder to one vote on each matter submitted to a vote of the Company's stockholders, including the election of directors, and each share of Class B Common Stock entitles the holder to ten votes on each such matter. Except as required by applicable law, holders of the Class A Common Stock and Class B Common Stock vote together as a single class on all matters submitted to a vote of the stockholders of the Company. The table below indicates the beneficial ownership of Class A Common Stock as of December 31, 1996 of the persons filing this statement. Pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, certain securities convertible into, or exchangeable for, shares of Class A Common Stock, may be deemed to be shares of Class A Common Stock for purposes of determining beneficial ownership. See footnote (2) below. Also indicated is the percentage of Common Equity (as defined below) owned by each of the persons filing this statement. All shares are Class B Common Stock, except as noted:

	Beneficial Ownership at 12/31/96(1)(2) -----	% Class A Common Stock at 12/31/96(2) -----	% Common Equity at 12/31/96(3) -----
Martha R. Ingram	83,740,791(4)(5)	77.5%	62.4%
Orrin H. Ingram, II	73,254,915(5)(6)	75.1%	54.6%
John R. Ingram	71,918,279(5)(7)	74.8%	53.6%
David B. Ingram	72,391,645(5)(8)	74.9%	54.0%
Robin B. Ingram	71,646,916(5)(9)	74.7%	53.4%
Patton			
Roy E. Claverie	10,089,086(5)(10)	29.4%	7.5%
QTIP Trust	69,099,259	74.0%	51.5%
Charitable	814,817	3.2%	0.6%
Remainder			
Foundation	19,702	0.1%	0.0%
Charitable Lead	2,167,329	8.2%	1.6%
OHI '67 Trust	345,868	1.4%	0.3%
OHI '68 Trust	942,175	3.7%	0.7%
OHI '75 Trust	75,916	0.3%	0.1%
OHI '92 Trust	6,892	0.0%	0.0%
OHI '82 Trust	71,007	0.3%	0.1%
JRI '67 Trust	694,774	2.8%	0.5%
JRI '68 Trust	1,852,729	7.1%	1.4%
JRI '75 Trust	75,916	0.3%	0.1%
JRI '92 Trust	6,892	0.0%	0.0%
JRI '82 Trust	71,007	0.3%	0.1%
JRI Family Trust	31,497	0.1%	0.0%
DBI '67 Trust	1,304,185	5.1%	1.0%
DBI '68 Trust	3,479,842	12.5%	2.6%
DBI '75 Trust	142,586	0.6%	0.1%
DBI '92 Trust	12,945	0.1%	0.0%
DBI '82 Trust	133,365	0.5%	0.1%

DBI Family Trust	59,157	0.2%	0.0%
RBI '67 Trust	926,365	3.7%	0.7%
RBI '68 Trust	1,852,729	7.1%	1.4%
RBI '75 Trust	75,926	0.3%	0.1%
RBI '92 Trust	6,892	0.0%	0.0%
RBI '82 Trust	71,007	0.3%	0.1%
SunTrust	11,845,961(11)	48.8%	8.8%

- -----

- (1) Each person has sole voting and dispositive power with respect to the shares shown as beneficially owned, except as indicated below.
- (2) Pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as used in this table, "beneficial ownership" means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is deemed as of any date to have "beneficial ownership" of any security that such person has a right to acquire within 60 days after such date. For purposes of calculating the ownership percentage of any person named above, any securities that any person other than such person has the right to acquire within 60 days of such date are not deemed to be outstanding.
- (3) "Common Equity" means the Class A Common Stock and the Class B Common Stock. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock.
- (4) Includes 2,038,002 shares held by Martha R. Ingram. Also includes the shares held by Charitable Remainder, with respect to which Martha R. Ingram acts as trustee. Also includes the shares held by QTIP Trust, Foundation, OHI '67 Trust, OHI '68 Trust, OHI '75 Trust, JRI '67 Trust, JRI '68 Trust, JRI '75 Trust, DBI '67 Trust, DBI '68 Trust, DBI '75 Trust, RBI '67 Trust, RBI '68 Trust and RBI '75 Trust, with respect to which Martha R. Ingram acts as a trustee and shares voting and dispositive power.
- (5) Excludes 231,000 shares of Class A Common Stock held by Ingram Industries Inc. ("Ingram Industries") and 15,000 shares of Class A Common Stock held by Ingram Industries' subsidiary, Ingram Entertainment Inc. Each of Martha R. Ingram, Orrin H. Ingram, II, John R. Ingram, David B. Ingram, Robin B. Ingram Patton and Roy E. Claverie are principal stockholders of Ingram Industries, and may be deemed to be beneficial owners of the shares held by Ingram Industries.
- (6) Includes 1,871,380 shares of Class B Common Stock and options exercisable for 97,245 shares of Class A Common Stock held by Orrin H. Ingram, II. Also includes the shares held by QTIP Trust, Foundation and Charitable Lead, with respect to which Orrin H. Ingram, II acts as a trustee and shares voting and dispositive power.
- (7) Includes 589,687 shares of Class B Common Stock and options exercisable for 42,302 shares of Class A Common Stock held by John R. Ingram. Also includes the shares held by QTIP Trust, Foundation and Charitable Lead, with respect to which John R. Ingram acts as a trustee and shares voting and dispositive power.
- (8) Includes 1,090,920 shares of Class B Common Stock and options exercisable for 14,435 shares of Class A Common Stock held by David B. Ingram. Also includes the shares held by QTIP Trust, Foundation and Charitable Lead, with respect to which David B. Ingram acts as a trustee and shares voting and dispositive power.
- (9) Includes 380,328 shares of Class B Common Stock held by Robin B. Ingram Patton. Also includes the shares held by QTIP Trust and Charitable Lead, with respect to which Robin B. Ingram Patton acts as a trustee and shares voting and dispositive power.
- (10) Includes 472,079 shares of Class B Common Stock held by Roy E. Claverie. Also includes the shares held by OHI '82 Trust, JRI '82 Trust, DBI '82 Trust and RBI '82 Trust, with respect to which Roy E. Claverie acts as trustee. Also includes 9,270,621 shares held by the Ingram Thrift Plan, and the shares held by OHI '92 Trust, JRI '92 Trust, DBI '92 Trust and OHI '92 Trust, with respect to which Roy E. Claverie acts as a trustee and shares voting and dispositive power. The shares held by the Ingram Thrift Plan are not bound by the terms of the Agreement.
- (11) Includes the shares held by OHI '67 Trust, OHI '68 Trust, OHI '75 Trust, OHI '92 Trust, JRI '67 Trust, JRI '68 Trust, JRI '75 Trust, JRI '92 Trust, DBI '67 Trust, DBI '68 Trust, DBI '75 Trust, DBI '92 Trust, RBI '67 Trust, RBI '68 Trust, RBI '75 Trust and RBI '92 Trust,

with respect to which SunTrust Bank, Atlanta acts as a trustee and shares voting and dispositive power. Also includes 43,329 shares of Class A Common Stock held in accounts for customers of SunTrust Banks, Inc. and its affiliates, including SunTrust Bank, Atlanta. SunTrust Banks, Inc. and its affiliates have sole voting and dispositive power with respect to 20,320 of these shares, and shared voting and dispositive power with respect to 4,100 of these shares. SunTrust Banks, Inc. and its affiliates hold the other 18,909 shares in non-discretionary accounts. SunTrust Banks, Inc. and each of its affiliates disclaim any beneficial interest in all shares of Common Equity it holds.

Item 5. Ownership of Five Percent or Less of a Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

N/A

Item 8. Identification and Classification of Members of the Group:

See Exhibit 1

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certification:

N/A

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 14, 1997

/s/ Martha R. Ingram

Martha R. Ingram

/s/ Orrin H. Ingram, II

Orrin H. Ingram, II

/s/ John R. Ingram

John R. Ingram

/s/ David B. Ingram

David B. Ingram

/s/ Robin B. Ingram Patton

Robin B. Ingram Patton

/s/ Roy E. Claverie

Roy E. Claverie

QTIP MARITAL TRUST CREATED UNDER THE
E. BRONSON INGRAM REVOCABLE TRUST
AGREEMENT DATED JANUARY 4, 1995

By: MARTHA R. INGRAM, ORRIN H.
INGRAM, JOHN R. INGRAM, DAVID B.
INGRAM AND ROBIN B. INGRAM
PATTON, as Co-Trustees

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

By: /s/ Orrin H. Ingram

Name: Orrin H. Ingram
Title: Co-Trustee

By: /s/ John R. Ingram

Name: John R. Ingram
Title: Co-Trustee

By: /s/ David B. Ingram

Name: David B. Ingram
Title: Co-Trustee

By: /s/ Robin B. Ingram Patton

Name: Robin B. Ingram Patton
Title: Co-Trustee

E. BRONSON INGRAM 1995 CHARITABLE
REMAINDER 5% UNITRUST

By: MARTHA R. INGRAM, as Trustee

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Trustee

MARTHA AND BRONSON INGRAM FOUNDATION

By: ORRIN H. INGRAM, JOHN R. INGRAM,
DAVID B. INGRAM, AND ROBIN
BIGELOW INGRAM PATTON, as
Co-Trustees

By: /s/ Orrin H. Ingram

Name: Orrin H. Ingram
Title: Co-Trustee

By: /s/ John R. Ingram

Name: John R. Ingram
Title: Co-Trustee

By: /s/ David B. Ingram

Name: David B. Ingram
Title: Co-Trustee

By: /s/ Robin Bigelow Ingram Patton

Name: Robin Bigelow Ingram Patton
Title: Co-Trustee

E. BRONSON INGRAM 1994 CHARITABLE
LEAD ANNUITY TRUST

By: ORRIN H. INGRAM, JOHN R. INGRAM,
DAVID B. INGRAM, AND ROBIN B.
INGRAM PATTON, as Co-Trustees

By: /s/ Orrin H. Ingram

Name: Orrin H. Ingram
Title: Co-Trustee

By: /s/ John R. Ingram

Name: John R. Ingram
Title: Co-Trustee

By: /s/ David B. Ingram

Name: David B. Ingram
Title: Co-Trustee

By: /s/ Robin B. Ingram Patton

Name: Robin B. Ingram Patton
Title: Co-Trustee

TRUST FOR ORRIN HENRY INGRAM, II,
UNDER AGREEMENT WITH E. BRONSON
INGRAM DATED OCTOBER 27, 1967

By: SUNTRUST BANK, ATLANTA AND
MARTHA R. INGRAM, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR ORRIN HENRY INGRAM, II,
UNDER AGREEMENT WITH E. BRONSON
INGRAM DATED JUNE 14, 1968

By: SUNTRUST BANK, ATLANTA AND
MARTHA R. INGRAM, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: _____

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR ORRIN HENRY INGRAM, II,
UNDER AGREEMENT WITH HORTENSE B.
INGRAM DATED DECEMBER 22, 1975

By: SUNTRUST BANK, ATLANTA, Trustee

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

THE ORRIN H. INGRAM IRREVOCABLE TRUST
DATED JULY 9, 1992

By: SUNTRUST BANK, ATLANTA AND ROY
E. CLAVERIE, as Co-Trustees

By: SUNTRUST BANK, ATLANTA,
as Co-Trustee

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: ROY E. CLAVERIE, as Co-Trustee

By: /S/ Roy E. Claverie

Name: Roy E. Claverie
Title: Co-Trustee

TRUST FOR THE BENEFIT OF ORRIN H.
INGRAM ESTABLISHED BY MARTHA R.
RIVERS UNDER AGREEMENT OF TRUST
ORIGINALLY DATED APRIL 30, 1982,
AS AMENDED

By: ROY E. CLAVERIE, as Trustee

By: /S/ Roy E. Claverie

Name: Roy E. Claverie
Title: Trustee

TRUST FOR JOHN RIVERS INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED OCTOBER 27, 1967

By: SUNTRUST BANK, ATLANTA AND MARTHA
R. INGRAM, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR JOHN RIVERS INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED JUNE 14, 1968

By: SUNTRUST BANK, ATLANTA AND
MARTHA R. INGRAM, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR JOHN RIVERS INGRAM, UNDER
AGREEMENT WITH HORTENSE B. INGRAM
DATED DECEMBER 22, 1975

By: SUNTRUST BANK, ATLANTA, Trustee

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

THE JOHN R. INGRAM IRREVOCABLE TRUST
DATED JULY 9, 1992

By: SUNTRUST BANK, ATLANTA AND
ROY E. CLAVERIE, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Roy E. Claverie

Name: Roy E. Claverie
Title: Co-Trustee

TRUST FOR THE BENEFIT OF JOHN R.
INGRAM ESTABLISHED BY MARTHA R.
RIVERS UNDER AGREEMENT OF TRUST
ORIGINALLY DATED APRIL 30, 1982,
AS AMENDED

By: ROY E. CLAVERIE, as Trustee

By: /S/ Roy E. Claverie

Name: Roy E. Claverie
Title: Trustee

THE JOHN AND STEPHANIE INGRAM FAMILY
1996 GENERATION SKIPPING TRUST

By: WILLIAM S. JONES, as Trustee

By: /s/ William S. Jones

Name: William S. Jones
Title: Trustee

TRUST FOR DAVID B. INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED OCTOBER 27, 1967

By: SUNTRUST BANK, ATLANTA AND MARTHA
R. INGRAM, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR DAVID B. INGRAM, UNDER
AGREEMENT WITH E. BRONSON DATED
JUNE 14, 1968

By: SUNTRUST BANK, ATLANTA AND
MARTHA R. INGRAM, as
Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR DAVID B. INGRAM, UNDER
AGREEMENT WITH HORTENSE B. INGRAM
DATED DECEMBER 22, 1975

By: SUNTRUST BANK, ATLANTA, Trustee

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

THE DAVID B. INGRAM IRREVOCABLE TRUST
DATED JULY 9, 1992

By: SUNTRUST BANK, ATLANTA AND
ROY E. CLAVERIE, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Roy E. Claverie

Name: Roy E. Claverie
Title: Co-Trustee

TRUST FOR THE BENEFIT OF DAVID B.
INGRAM ESTABLISHED BY MARTHA R.
RIVERS UNDER AGREEMENT OF TRUST
ORIGINALLY DATED APRIL 30, 1982,
AS AMENDED

By: ROY E. CLAVERIE, as Trustee

By: /S/ Roy E. Claverie

Name: Roy E. Claverie
Title: Trustee

DAVID AND SARAH INGRAM FAMILY 1996
GENERATION SKIPPING TRUST

By: THOMAS H. LUNN, as Trustee

By: /s/ Thomas H. Lunn

Name: Thomas H. Lunn
Title: Trustee

TRUST FOR ROBIN BIGELOW INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED OCTOBER 27, 1967

By: SUNTRUST BANK, ATLANTA AND
MARTHA R. INGRAM, as Co-Trustees

By: /S/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR ROBIN BIGELOW INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED JUNE 14, 1968

By: SUNTRUST BANK, ATLANTA AND
MARTHA R. INGRAM, as Co-Trustees

By: /S/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Martha R. Ingram

Name: Martha R. Ingram
Title: Co-Trustee

TRUST FOR ROBIN BIGELOW INGRAM, UNDER
AGREEMENT WITH HORTENSE B. INGRAM
DATED DECEMBER 22, 1975

By: SUNTRUST BANK, ATLANTA, Trustee

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

THE ROBIN INGRAM PATTON IRREVOCABLE
TRUST DATED JULY 9, 1992

By: SUNTRUST BANK, ATLANTA AND
ROY E. CLAVERIE, as Co-Trustees

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

By: /S/ Roy E. Claverie

Name: Roy E. Claverie
Title: Co-Trustee

TRUST FOR THE BENEFIT OF ROBIN B.
INGRAM ESTABLISHED BY MARTHA R.
RIVERS UNDER AGREEMENT OF TRUST
ORIGINALLY DATED APRIL 30, 1982,

AS AMENDED

By: ROY E. CLAVERIE, as Trustee

By: _____
Name: Roy E. Claverie
Title: Trustee

SUNTRUST BANK, ATLANTA

By: /s/ Thomas A. Shanks, Jr.

Name: Thomas A. Shanks, Jr.
Title: First Vice President

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