

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

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| 1. Name and Address of Reporting Person* <u>INGRAM ORRIN H II</u> (Last) (First) (Middle) <u>C/O INGRAM MICRO 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>02/25/2004</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 | | | |
| Class A Common Stock | 02/25/2004 | | S ⁽¹⁾ | | 20,000 | D | \$18.3 | 1,984,243 ⁽²⁾ | D | |
| Class A Common Stock | 02/25/2004 | | S ⁽¹⁾ | | 47,500 | D | \$18.25 | 1,936,743 ⁽²⁾ | D | |
| Class A Common Stock | 02/25/2004 | | S ⁽¹⁾ | | 20,000 | D | \$18.2 | 1,916,743 ⁽²⁾ | D | |
| Class A Common Stock | 02/25/2004 | | S ⁽¹⁾ | | 52,500 | D | \$18.15 | 1,864,243 ⁽²⁾ | D | |
| Class A Common Stock | 02/25/2004 | | S ⁽¹⁾ | | 10,000 | D | \$18.05 | 1,854,243 ⁽²⁾ | D | |
| Class A Common Stock | 02/25/2004 | | S ⁽¹⁾ | | 350,000 | D | \$18 | 1,504,243 ⁽²⁾ | D | |

| 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 | | | | |

Explanation of Responses:

1. The above transactions were pursuant to a trading plan entered into during a trading window, in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
2. Does not include 188,815 shares and 1,673,636 shares held indirectly in trust for the benefit of the reporting person.

Lily Yan Arevalo for Orrin H. Ingram 02/26/2004

** 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.