

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * <u>ABRAMO GUY P</u> (Last) (First) (Middle) <u>C/O INGRAM MICRO INC.</u> <u>1600 E. ST. ANDREW PLACE</u> (Street) <u>SANTA ANA</u> <u>CA</u> <u>92705</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>02/27/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Worldwide CSO/CIO</u> 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 |
|---|--|--|

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 | 02/27/2004 | | M | | 12,595 | A | \$12.5625 | 12,895 | D | |
| Class A Common Stock | 02/27/2004 | | M | | 28,994 | A | \$11.6875 | 41,889 | D | |
| Class A Common Stock | 02/27/2004 | | S | | 26,300 | D | \$18.8 | 15,589 | D | |
| Class A Common Stock | 02/27/2004 | | S | | 700 | D | \$18.79 | 14,889 | D | |
| Class A Common Stock | 02/27/2004 | | S | | 3,089 | D | \$18.76 | 11,800 | D | |
| Class A Common Stock | 02/27/2004 | | S | | 11,500 | D | \$18.75 | 300 | 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Options to purchase ⁽¹⁾ | \$12.5625 | 02/27/2004 | | M | | 12,595 | 05/01/2000 | 09/30/2009 | Class A Common Stock | 12,595 | \$12.5625 | 37,785 | D | |
| Options to purchase ⁽¹⁾ | \$11.6875 | 02/27/2004 | | M | | 28,333 | 02/01/2001 | 01/31/2010 | Class A Common Stock | 28,333 | \$11.6875 | 56,667 | D | |
| Options to purchase ⁽¹⁾ | \$11.6875 | 02/27/2004 | | M | | 661 | 02/01/2002 | 01/31/2010 | Class A Common Stock | 661 | \$11.6875 | 56,006 | D | |

Explanation of Responses:

1. Granted pursuant to the Issuer's 1998 Equity Incentive Plan.

Lily Yan Arevalo for Guy P. Abramo

03/01/2004

** 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.