

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2**

**(Amendment No. 1)**

**Ingram Micro Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.01**

(Title of Class of Securities)

**457153 10 4**

(CUSIP Number)

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  John R. Ingram		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  <div>(a) <input type="radio"/></div> <div>(b) <input checked="" type="radio"/></div>		
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  260,500	
	6.	SHARED VOTING POWER  6,675,727	
	7.	SOLE DISPOSITIVE POWER  260,500	
	8.	SHARED DISPOSITIVE POWER  6,675,727	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,936,227		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <div>X</div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.3%		
12.	TYPE OF REPORTING PERSON  IN		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  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   <div style="text-align: right;">           (a) <input type="radio"/> 0            (b) <input checked="" type="radio"/> X         </div>		
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  -0-	
	6.	SHARED VOTING POWER  5,099,259	
	7.	SOLE DISPOSITIVE POWER  -0-	
	8.	SHARED DISPOSITIVE POWER  5,099,259	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,099,259		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES   <div style="text-align: right;">0</div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.2%		
12.	TYPE OF REPORTING PERSON  OO		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  E. Bronson Ingram 1994 Charitable Lead Annuity Trust		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  <div>(a) <input type="radio"/></div> <div>(b) <input checked="" type="radio"/></div>		
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  -0-	
	6.	SHARED VOTING POWER  1,540,093	
	7.	SOLE DISPOSITIVE POWER  -0-	
	8.	SHARED DISPOSITIVE POWER  1,540,093	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,540,093		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <div><input type="radio"/></div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.0%		
12.	TYPE OF REPORTING PERSON  OO		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  The Martha and Bronson Ingram Foundation		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   <div style="text-align: right;">           (a) <input type="radio"/>            (b) <input checked="" type="radio"/> </div>		
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  -0-	
	6.	SHARED VOTING POWER  36,375	
	7.	SOLE DISPOSITIVE POWER  -0-	
	8.	SHARED DISPOSITIVE POWER  36,375	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  36,375		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES   <div style="text-align: right;">0</div>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.02%		
12.	TYPE OF REPORTING PERSON  OO		

**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 Person Filing:**

John R. Ingram

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

E. Bronson Ingram 1994 Charitable Lead Annuity Trust (“Charitable Lead”)

The Martha and Bronson Ingram Foundation (“Ingram Foundation”)

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 John R. Ingram is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

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

**Item 2(c). Citizenship:**

Each of the persons filing this statement is a United States citizen, 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 10 4

**Item 3. Type of Reporting Person:**

N/A

**Item 4. Ownership.**

	Beneficial Ownership at 12/31/08 (1) (2)	% of Common Stock at 12/31/08 (2)
John R. Ingram	6,936,227 (3)	4.3%
QTIP Trust	5,099,259	3.2%
Charitable Lead	1,540,093	1.0%
The Ingram Foundation	36,375	0.02%

- (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 Exchange Act, 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) Includes options exercisable for 37,679 shares of Common Stock held by John R. Ingram. Also includes the shares held by QTIP Trust, Charitable Lead and The Ingram Foundation with respect to which John R. Ingram acts as a trustee and shares voting and dispositive power.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner

of more than five percent of the class of securities, check the following. x

John R. Ingram ceases to be a 13G filer with this filing, as ownership (including shares held by QTIP Trust, Charitable Lead and The Ingram Foundation) has dropped to less than 5%.

**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.**

N/A

**Item 9. Notice of Dissolution of Group.**

N/A

**Item 10. Certifications.**

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 12, 2009

LILY YAN AREVALO

For each of:

John R. Ingram

John R. Ingram as co-trustee for the QTIP  
MARITAL TRUST CREATED UNDER THE  
E. BRONSON INGRAM REVOCABLE  
TRUST AGREEMENT DATED JANUARY 4,  
1995

John R. Ingram as co-trustee for THE E.  
BRONSON INGRAM 1994 CHARITABLE  
LEAD ANNUITY TRUST

John R. Ingram as co-trustee for THE  
MARTHA AND BRONSON INGRAM  
FOUNDATION

/s/ Lily Yan Arevalo

Name: Lily Yan Arevalo

Title: Attorney-in-Fact

Exhibit Index

<u>Exhibit</u>		<u>Page</u>
1.	Names of Reporting Persons	
2.	Power of Attorney for (A) John R. Ingram, (B) QTIP Marital Trust Created Under the E. Bronson Ingram Revocable Trust Agreement Dated January 4, 1995, (C) E. Bronson Ingram 1994 Charitable Lead Annuity Trust and (D) The John Rivers Ingram Annuity Trust 2004	
3.	Power of Attorney for The Martha and Bronson Ingram Foundation	

Names of Reporting Persons

1. John R. Ingram
  2. QTIP Marital Trust Created Under the E. Bronson Ingram Revocable Trust Agreement Dated January 4, 1995
  3. E. Bronson Ingram 1994 Charitable Lead Annuity Trust
  4. The Martha and Bronson Ingram Foundation
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Power of Attorney

Know all men by these presents, that the undersigned hereby constitutes and appoints each of Lily Yan Arevalo and Larry C. Boyd, signing singly, the undersigned's true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned, in such undersigned's capacity as a beneficial owner of stock of Ingram Micro Inc. (the "Company"), any Schedule 13G or Schedule 13D, or any amendment thereto (collectively, the "Schedules") in accordance with the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules and timely file such Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules with respect to the

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undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

By execution of this Power of Attorney, the undersigned hereby revokes any previous Power of Attorney executed in favor of any other entity or entities, person or persons for the purposes described herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 13th day of February, 2006.

JOHN R. INGRAM

By: \_\_\_\_\_  
Name: John R. Ingram

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

By: \_\_\_\_\_  
Name: John R. Ingram  
Title: Co-Trustee

THE E. BRONSON INGRAM 1994  
CHARITABLE LEAD ANNUITY TRUST

By: \_\_\_\_\_  
Name: John R. Ingram  
Title: Trustee

THE JOHN RIVERS INGRAM ANNUITY TRUST  
2004

By: \_\_\_\_\_  
Name: John R. Ingram  
Title: Trustee

Power of Attorney.

Know all men by these presents, that the undersigned hereby constitutes and appoints each of Lily Yan Arevalo and Larry C. Boyd, signing singly, the undersigned's true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned, in such undersigned's capacity as a beneficial owner of stock of Ingram Micro Inc. (the "Company"), any Schedule 13G or Schedule 13D, or any amendment thereto (collectively, the "Schedules") in accordance with the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules and timely file such Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules with respect to the

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undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

By execution of this Power of Attorney, the undersigned hereby revokes any previous Power of Attorney executed in favor of any other entity or entities, person or persons for the purposes described herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 10th day of February, 2009.

THE MARTHA AND BRONSON INGRAM FOUNDATION

By:

\_\_\_\_\_  
Name: William P. Morelli  
Title: Secretary