

INGRAM MICRO INC  
Form 4  
March 11, 2016

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOYD LARRY C**

(Last) (First) (Middle)

C/O INGRAM MICRO INC., 3351  
MICHELSON DRIVE, SUITE 100

(Street)

IRVINE, CA 92612-0697

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INGRAM MICRO INC [IM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/08/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP, Sec. & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Class A Common Stock            | 03/08/2016                           |  | A <sup>(1)</sup>               |   | 15,646  | A  | \$ 0 92,612                       | D |
| Class A Common Stock            | 03/08/2016                           |  | A <sup>(2)</sup>               |   | 5,442   | A  | \$ 0 98,054                       | D |
| Class A Common Stock            | 03/08/2016                           |  | A <sup>(3)</sup>               |   | 6,958   | A  | \$ 0 105,012                      | D |
| Class A Common                  |                                      |  |                                |   |   |  | 1,453 <sup>(4)</sup>              | D |

Stock

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

**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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| BOYD LARRY C<br>C/O INGRAM MICRO INC.<br>3351 MICHELSON DRIVE, SUITE 100<br>IRVINE, CA 92612-0697 |               |           | EVP, Sec. & General Counsel |       |

## Signatures

Larry C. Boyd                      03/11/2016  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* 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).
- (1) Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended, to be settled solely by delivery of an equal amount of shares of Ingram Micro Inc. Class A common stock, to vest on June 3, 2016.
- (2) Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended, to be settled solely by delivery of an equal amount of Ingram Micro Inc. Class A common stock, vesting in two equal installments on June 1, 2017 and June 1, 2018, provided the reporting person is employed by the Issuer on vesting dates.

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- (3) Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended, to be settled solely by delivery of an equal amount of shares of Ingram Micro Inc. Class A common stock, to vest on June 3, 2016.
- (4) Held in 401(k) as of December 31, 2015.

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

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