DUTKOWSKY ROBERT M

Form 4 March 26, 2012

FORM 4

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

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 * **DUTKOWSKY ROBERT M**

(Last) (First) (Middle)

TECH DATA CORPORATION, 5350 TECH **DATA DRIVE**

CLEARWATER, FL 33760

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

TECH DATA CORP [TECD]

3. Date of Earliest Transaction (Month/Day/Year) 03/22/2012

4. If Amendment, Date Original

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner X_ Officer (give title _ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	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)	Code (Instr. 8)			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)	
Common Stock	03/22/2012		Code V F	Amount 4,296 (1)	(D)	Price \$ 54	241,095	D	
Common Stock	03/23/2012		M	26,119 (2)	A	\$ 21.13	267,214	D	
Common Stock	03/23/2012		D	19,972	D	\$ 54	247,242	D	
Common Stock	03/23/2012		F	4,197 (1)	D	\$ 54.13	243,045	D	
Common Stock	03/23/2012		F	992 (1)	D	\$ 54.13	242,053 (3)	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exercisab	le and	7. Title and A	Amo
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Secu	
Security	or Exercise		any	Code	ode Securities (Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Aı
						D . E . 11	Expiration	m: d	or
						Date Exercisable	Date	Title	Nι
				Code V	(A) (D)				of
Stock					26 110			Common	
Appreci	ation \$ 21.13	03/23/2012		M	26,119	03/23/2012(4)	03/23/2019	Common	20
Rights					(2)	_		Stock	

Reporting Owners

Keiationsnips						
Director	10% Owner	Officer	Other			
X		Chief Executive Officer				
		Director 10% Owner	Director 10% Owner Officer Chief X Executive			

Signatures

By: Arleen Quinones For: Robert M.

Dutkowsky

03/26/2012

**Signature of Reporting Person Date

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) Withholding of shares for payment of tax liability on settlement of units.
 - The market value of Tech Data stock reached \$41.13 per share after the vesting period, attaining the award's \$20 maximum cap per share,
- (2) therefore, in accordance with the grant agreement, the vested shares were automatically exercised. The net shares received represent the maximum value less any tax liability.
- (3) Direct: 115,767, unvested RSUs: 126,286.
- (4) Maximum value stock-settled stock appreciation right ("MVSSAR") granted on 03/23/09 at \$21.13 under the Amended and Restated 2000 Equity Incentive Plan of Tech Data Corporation, as amended of which 25% is exercisable on 3/23/10 and on each subsequent

Reporting Owners 2

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anniversary. Each MVSSAR is granted with a predetermined cap on the exercise spread.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.