

TECH DATA CORP
Form 4
April 15, 2014

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 *
DUTKOWSKY ROBERT M

(Last) (First) (Middle)

TECH DATA CORPORATION, 5350 TECH DATA DRIVE

(Street)

CLEARWATER, FL 33760

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TECH DATA CORP [TECD]

3. Date of Earliest Transaction (Month/Day/Year)
04/11/2014

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)
Chief Executive Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/11/2014		S		20,000	D	\$ 61,547.20 ⁽¹⁾
Common Stock	04/11/2014 ⁽²⁾		A		39,050	A	\$ 0 190,327
Common Stock	04/11/2014 ⁽³⁾		A		40,222	A	\$ 0 230,549
Common Stock	04/14/2014		S		20,000	D	\$ 61.75 210,549 ⁽⁴⁾

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

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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 Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUTKOWSKY ROBERT M TECH DATA CORPORATION 5350 TECH DATA DRIVE CLEARWATER, FL 33760	X		Chief Executive Officer	

Signatures

By: Arleen Quinones For: Robert M. Dutkowsky
Date: 04/15/2014

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) Average price. Sale prices by lot: 700-61.50; 50-61.51; 713-61.52; 300-61.526; 200-61.535; 300-61.542; 100-61.544; 16,737-61.55; 400-61.56; 100-61.565; 300-61.57; 100-61.60.
- (2) Hold-to-retirement (HRE) restricted stock unit award which represents a contingent right to receive one share of Tech Data Corporation common stock for each vested HRE unit. The HRE restricted stock units vest 50% on April 11, 2015, one year from the date of grant; and 50% on March 26, 2016. Vested shares will be delivered to Mr. Dutkowsky as soon as practical after, but not later than 10 days following, his "separation from service" as such term is defined under Section 409A of the Internal Revenue Code ("Code"); provided, however, in the event Mr. Dutkowsky is a "specified employee" (within the meaning of Section 409A of the Code) on the date of his separation from service, the shares to be delivered in settlement of the HREs shall be delivered on the first business day of the first

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calendar month that begins after the six-month anniversary of the separation from service or, if earlier, on the date of Mr. Dutkowsky's death.

- Restricted stock unit award which represents a contingent right to receive one share of Tech Data Corporation common stock for each
- (3) vested unit. The restricted stock units vest 25% on April 11, 2015, one year from the date of grant; 25% on March 26, 2016; and 50% on March 26, 2017.
 - (4) Direct: 109,247, unvested RSUs: 101,302.

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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