

FALSTRUP ASGER
Form 4
November 24, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FALSTRUP ASGER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INGRAM MICRO INC., 1600
E. ST. ANDREW PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Pres. IM Latin America

SANTA ANA, CA 92705

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Class A Common Stock	11/24/2004		M		\$ 25,320	A	26,640
Class A Common Stock	11/24/2004		M		\$ 16.2	A	74,661
Class A Common Stock	11/24/2004		S		\$ 18.83	D	69,261
Class A Common	11/24/2004		S		\$ 18.84	D	68,120

Edgar Filing: FALSTRUP ASGER - Form 4

Stock

Class A
Common Stock 11/24/2004 S 33,200 D \$ 18.85 34,920 D

Class A
Common Stock 11/24/2004 S 3,800 D \$ 18.86 31,120 D

Class A
Common Stock 11/24/2004 S 16,000 D \$ 18.87 15,120 D

Class A
Common Stock 11/24/2004 S 13,800 D \$ 18.88 1,320 D

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.

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase <u>(1)</u>	\$ 16.425	11/24/2004		M	8,440	03/05/2002 03/04/2012	Class A Common Stock 8,440
Options to purchase <u>(1)</u>	\$ 16.425	11/24/2004		M	8,440	02/01/2003 03/04/2012	Class A Common Stock 8,440
Options to purchase <u>(1)</u>	\$ 16.425	11/24/2004		M	8,440	02/01/2004 03/04/2012	Class A Common Stock 8,440
	\$ 16.2	11/24/2004		M	10,309	07/02/2002 03/04/2012	10,309

Options to purchase ⁽¹⁾								Class A Common Stock	
Options to purchase ⁽¹⁾	\$ 16.2	11/24/2004	M	10,309	07/02/2003	03/04/2012	Class A Common Stock	10,309	
Options to purchase ⁽¹⁾	\$ 16.2	11/24/2004	M	10,309	07/02/2004	03/04/2012	Class A Common Stock	10,309	
Options to purchase ⁽¹⁾	\$ 16.2	11/24/2004	M	5,698	10/01/2002	03/04/2012	Class A Common Stock	5,698	
Options to purchase ⁽¹⁾	\$ 16.2	11/24/2004	M	5,698	10/01/2003	03/04/2012	Class A Common Stock	5,698	
Options to purchase ⁽¹⁾	\$ 16.2	11/24/2004	M	5,698	10/01/2004	03/04/2012	Class A Common Stock	5,698	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALSTRUP ASGER C/O INGRAM MICRO INC. 1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705			SVP & Pres. IM Latin America	

Signatures

Lily Yan Arevalo for Asger
Falstrup

11/24/2004

^{**}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) Granted pursuant to the Issuer's 2000 Equity Incentive Plan.

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.