

GODWIN BENJAMIN B  
 Form 4  
 December 05, 2005

**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 \*  
**GODWIN BENJAMIN B**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 5350 TECH DATA DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/01/2005

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Corporate Vice President-

CLEARWATER, FL 33760

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/01/2005		M		7,000	A	\$ 30.625 7,000 D
Common Stock	12/01/2005		S		7,000	D	\$ 40.3833 0 D
Common Stock	12/01/2005		M		2,380	A	\$ 28.3125 2,380 D
Common Stock	12/01/2005		S		2,380	D	\$ 40.3833 0 D
Common Stock	12/01/2005		M		4,120	A	\$ 24.27 4,120 D

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Common Stock	12/01/2005	S	4,120	D	\$ 40.3833	0	D	
Common Stock	12/01/2005	M	880	A	\$ 24.27	880	D	
Common Stock	12/01/2005	S	880	D	\$ 40.3833	0	D	
Common Stock						588	I	by Trust - 401(k)

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 Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 24.27	12/01/2005		M	4,120	03/19/2005 <sup>(1)</sup> 03/19/2013	Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 24.27	12/01/2005		M	880	03/19/2005 <sup>(1)</sup> 03/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.3125	12/01/2005		M	2,380	04/02/2004 <sup>(2)</sup> 04/02/2011	Common Stock 2
Non-Qualified Stock Option (right to buy)	\$ 30.625	12/01/2005		M	7,000	04/04/2003 <sup>(3)</sup> 04/04/2010	Common Stock 7

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

GODWIN BENJAMIN B  
5350 TECH DATA DRIVE  
CLEARWATER, FL 33760

Corporate Vice President-

## Signatures

By: Danyle L. Anderson For: Benjamin B.  
Godwin

12/05/2005

\_\_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) Option covering shares granted on 03/19/03 at \$24.27 under the 2000 Equity Incentive Plan of Tech Data Corporation ("TECD"), of which 25% is exercisable on 3/19/04 and on each of the subsequent anniversaries.
- (2) Option covering shares granted on 4/2/01 at \$28.3125 under the 2000 Non-Qualified Stock Option Plan of Tech Data Corporation ("TECD") which option is 33% exercisable on 4/2/02 and 4/2/03 and 34% exercisable on 4/2/04.
- (3) Option covering shares granted on 4/4/00 at \$30.625 under the 2000 Non-Qualified Stock Option Plan of Tech Data Corporation ("TECD") which option is 33% exercisable on 4/4/01 and 4/4/02 and 34% exercisable on 4/4/03.

### Remarks:

Table I (column 5) - Approximately 588 shares held by 401(k) are shares held in trust by the Tech Data Corporation 401(k) Sa

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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