

HOWELLS JEFFERY P  
Form 4  
February 29, 2012

**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 \*  
HOWELLS JEFFERY P

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)  
TECH DATA CORPORATION, 5350 TECH DATA DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
02/27/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec Vice President & CFO

(Street)  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/27/2012                           |  | M                              | (A)<br>Amount<br>60,000<br>(1)                                    | \$ 37.04  | D  |   |
| Common Stock                    | 02/27/2012                           |  | D                              | 46,512  | \$ 57.26  | D  |   |
| Common Stock                    |                                      |  |                                |   | 200   | I  | By Trust  |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right                   | \$ 37.04   | 02/27/2012                           |  | M                              | 60,000<br>(1)   | 03/29/2010 <sup>(3)</sup> 03/29/2016                     | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| HOWELLS JEFFERY P<br>TECH DATA CORPORATION<br>5350 TECH DATA DRIVE<br>CLEARWATER, FL 33760 | X             |           | Exec Vice President & CFO |       |

## Signatures

By: Arleen Quinones For: Jeffery P. Howells  
 Date: 02/29/2012  
 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).
- The market value of Tech Data stock reached \$57.04 per share after the vesting period, attaining the award's \$20 maximum cap per share.
- (1) 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, if applicable.
  - (2) Direct: 51,518, unvested RSUs: 33,445.
  - (3) Maximum value stock-settled stock appreciation right (MVSSAR) granted on 03/29/2006 at an exercise price of \$37.04 per share under the 2000 Equity Incentive Plan of Tech Data Corporation, vesting 25% on 03/29/2007 and on each subsequent anniversary. Each MVSSAR is granted with a \$20 predetermined cap on the realizable value per share.

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.