

INGRAM MICRO INC

Form 4

June 03, 2015

**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

## OMB APPROVAL

OMB  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gupta Shailendra

(Last) (First) (Middle)

C/O INGRAM MICRO INC., 1600  
E. ST. ANDREW PLACE

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SR EVP &amp; Pres., Mobility

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price    |                                                                                               |                                                          |                                                       |
| Class A Common Stock            | 03/10/2015                           |                                                    | A <sup>(1)</sup>               |                                                                   | 27,491 | A          | \$ 0     | 122,236                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 03/10/2015                           |                                                    | A <sup>(2)</sup>               |                                                                   | 8,584  | A          | \$ 0     | 130,820                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 06/01/2015                           |                                                    | F                              |                                                                   | 2,852  | D          | \$ 27.01 | 127,968                                                                                       | 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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| Options to purchase (3)                    | \$ 27.01                                               | 06/01/2015                           |                                                    | A                              | 36,753                                                                                  | (4) 05/31/2022                                           | Class A Common Stock                                          | 36,753                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships                    |
|----------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                              | Director 10% Owner Officer Other |
| Gupta Shailendra<br>C/O INGRAM MICRO INC.<br>1600 E. ST. ANDREW PLACE<br>SANTA ANA, CA 92705 | SR EVP & Pres., Mobility         |

## Signatures

Larry C. Boyd for Shailendra Gupta  
Date 06/03/2015

\*\*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) Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, to be settled solely by delivery of an equal amount of shares of Ingram Micro Inc. Class A common stock, to vest on June 1, 2015.
- (2) Performance-based restricted stock units granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended, to be settled solely by delivery of an equal amount of Ingram Micro Inc. Class A common stock, vesting in two equal installments on June 2, 2016 and June 2, 2017, provided the reporting person is employed by the Issuer on vesting dates.
- (3) Granted pursuant to the Issuer's 2011 Equity Incentive Plan, as Amended.
- (4) The options vest in three equal annual installments beginning on June 1, 2016.

## Edgar Filing: INGRAM MICRO INC - Form 4

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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