

FALSTRUP ASGER

Form 4/A

January 10, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FALSTRUP ASGER

(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)
11/24/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/24/2004

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

SVP & Pres. IM Latin America

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	11/24/2004		M		25,320	A	\$ 16.425	26,670	D
Class A Common Stock	11/24/2004		M		48,021	A	\$ 16.2	74,691	D
Class A Common Stock	11/24/2004		S		5,400	D	\$ 18.83	69,291	D
Class A Common	11/24/2004		S		1,141	D	\$ 18.84	68,150	D

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Stock

Class A

Common Stock	11/24/2004	S	33,200	D	\$ 18.85	34,950	D
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Class A

Common Stock	11/24/2004	S	3,800	D	\$ 18.86	31,150	D
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Class A

Common Stock	11/24/2004	S	16,000	D	\$ 18.87	15,150	D
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Class A

Common Stock	11/24/2004	S	13,800	D	\$ 18.88	1,350	D
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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 (1)	\$ 16.425	11/24/2004		M	8,440	03/05/2002 03/04/2012	Class A Common Stock 8,440
Options to purchase (1)	\$ 16.425	11/24/2004		M	8,440	02/01/2003 03/04/2012	Class A Common Stock 8,440
Options to purchase (1)	\$ 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 01/10/2005

__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) 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.

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