

INGRAM MICRO INC
Form SC 13G/A
February 17, 2004

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 7)

Ingram Micro Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01

(Title of Class of Securities)

457153 10 4

(CUSIP Number)

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Exhibit Index on Page 30

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Martha R. Ingram

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

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5. SOLE VOTING POWER
12,107,061

6. SHARED VOTING POWER
19,115,154

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER
12,107,061

8. SHARED DISPOSITIVE POWER
19,115,154

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
31,222,215

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
20.5%

12. TYPE OF REPORTING PERSON
IN

CUSIP NO. 457153 10 4 13G Page 3 of 33

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Orrin H. Ingram, II

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5. SOLE VOTING POWER
2,048,513

6. SHARED VOTING POWER
20,830,490

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

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2,048,513

8. SHARED DISPOSITIVE POWER

20,830,490

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,879,003

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.1%

12. TYPE OF REPORTING PERSON

IN

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John R. Ingram

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

1,489,733

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

20,830,490

7. SOLE DISPOSITIVE POWER

1,489,733

8. SHARED DISPOSITIVE POWER

20,830,490

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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22,320,223

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.7%

12. TYPE OF REPORTING PERSON

IN

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

QTIP Marital Trust Created Under the E. Bronson Ingram Revocable
Trust Agreement Dated January 4, 1995

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

5. SOLE VOTING POWER

19,099,259

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

-0-

7. SOLE DISPOSITIVE POWER

19,099,259

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,099,259

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12.6%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

E. Bronson Ingram 1995 Charitable Remainder 5% Unitrust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

5. SOLE VOTING POWER

814,817

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

-0-

7. SOLE DISPOSITIVE POWER

814,817

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

814,817

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12. TYPE OF REPORTING PERSON

OO

Edgar Filing: INGRAM MICRO INC - Form SC 13G/A

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Martha and Bronson Ingram Foundation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

5. SOLE VOTING POWER

15,895

6. SHARED VOTING POWER

-0-

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

15,895

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,895

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

E. Bronson Ingram 1994 Charitable Lead Annuity Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

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(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

5. SOLE VOTING POWER

1,715,336

6. SHARED VOTING POWER

-0-

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

1,715,336

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,715,336

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trust for Orrin Henry Ingram, II, Under Agreement with Hortense B.
Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Minnesota

5. SOLE VOTING POWER
75,916
6. SHARED VOTING POWER
NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH -0-
7. SOLE DISPOSITIVE POWER
75,916
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
75,916
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.0%
12. TYPE OF REPORTING PERSON
OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
The Orrin H. Ingram Irrevocable Trust Dated July 9, 1992
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

5. SOLE VOTING POWER
71,007
6. SHARED VOTING POWER
NUMBER OF SHARES
BENEFICIALLY OWNED -0-

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BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

71,007

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,007

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trust for the Benefit of Orrin H. Ingram Established by Martha R.
Rivers Under Agreement of Trust Originally Dated April 30, 1982, as
Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

5. SOLE VOTING POWER

6,892

6. SHARED VOTING POWER

-0-

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

6,892

8. SHARED DISPOSITIVE POWER

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-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Orrin and Sara Ingram Family 1997 Generation Skipping Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

5. SOLE VOTING POWER

35,000

6. SHARED VOTING POWER

-0-

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

35,000

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trust for John Rivers Ingram, Under Agreement with Hortense B. Ingram
Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

5. SOLE VOTING POWER

75,916

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

-0-

7. SOLE DISPOSITIVE POWER

75,916

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,916

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The John R. Ingram Irrevocable Trust Dated July 9, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

5. SOLE VOTING POWER

71,007

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

-0-

7. SOLE DISPOSITIVE POWER

71,007

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,007

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Edgar Filing: INGRAM MICRO INC - Form SC 13G/A

Trust for the Benefit of John R. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

- | | |
|--------------------|-----------------------------|
| | 5. SOLE VOTING POWER |
| | 6,892 |
| NUMBER OF SHARES | 6. SHARED VOTING POWER |
| BENEFICIALLY OWNED | -0- |
| BY EACH REPORTING | 7. SOLE DISPOSITIVE POWER |
| PERSON WITH | 6,892 |
| | 8. SHARED DISPOSITIVE POWER |
| | -0- |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

13G

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The John and Stephanie Ingram Family 1996 Generation Skipping Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

	5. SOLE VOTING POWER
	31,497
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER
	-0-
	7. SOLE DISPOSITIVE POWER
	31,497
	8. SHARED DISPOSITIVE POWER
	-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,497

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The John Rivers Ingram Annuity Trust 2002

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

	5. SOLE VOTING POWER
	323,760

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6. SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

7. SOLE DISPOSITIVE POWER
323,760

8. SHARED DISPOSITIVE POWER
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
323,760

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%

12. TYPE OF REPORTING PERSON
OO

CUSIP NO. 457153 10 4 13G Page 18 of 33

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
The John Rivers Ingram Annuity Trust 2003

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

5. SOLE VOTING POWER
307,702

6. SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

7. SOLE DISPOSITIVE POWER
307,702

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8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

307,702

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

OO

CUSIP NO. 457153 10 4

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SunTrust Bank, Atlanta

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

5. SOLE VOTING POWER

151,832

6. SHARED VOTING POWER

222,295

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

151,832

8. SHARED DISPOSITIVE POWER

222,295

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

374,127

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

BK

CUSIP NO. 457153 10 4

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1(a). Name of Issuer:

Ingram Micro Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

1600 E. St. Andrew Place
Santa Ana, CA 92705

Item 2(a). Name of Person Filing:

Martha R. Ingram

Orrin H. Ingram, II

John R. Ingram

QTIP Marital Trust Created Under the E. Bronson Ingram Revocable Trust Agreement Dated January 4, 1995 ("QTIP Trust")

E. Bronson Ingram 1995 Charitable Remainder 5% Unitrust ("Charitable Remainder")

Martha and Bronson Ingram Foundation ("Foundation")

E. Bronson Ingram 1994 Charitable Lead Annuity Trust ("Charitable Lead")

Trust for Orrin Henry Ingram, II, Under Agreement with Hortense B. Ingram Dated December 22, 1975 ("OHI '75 Trust")

The Orrin H. Ingram Irrevocable Trust Dated July 9, 1992 ("OHI '92 Trust")

Trust for the Benefit of Orrin H. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended ("OHI '82 Trust")

The Orrin and Sara Ingram Family 1997 Generation Skipping Trust ("OHI Family '97 Trust")

Trust for John Rivers Ingram, Under Agreement with Hortense B. Ingram Dated December 22, 1975 ("JRI '75 Trust")

The John R. Ingram Irrevocable Trust Dated July 9, 1992 ("JRI '92 Trust")

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Trust for the Benefit of John R. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended ("JRI '82 Trust")

The John and Stephanie Ingram Family 1996 Generation Skipping Trust ("JRI Family Trust")

The John Rivers Ingram Annuity Trust 2002 ("JRI '02 Trust")

The John Rivers Ingram Annuity Trust 2003 ("JRI '03 Trust")

SunTrust Bank, Atlanta ("SunTrust")

In accordance with Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information contained herein concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The business address of each of Martha R. Ingram, Orrin H. Ingram, II and John R. Ingram is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of QTIP Trust, Foundation and Charitable Lead is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of Charitable Remainder is c/o Martha R. Ingram, Ingram Industries, One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of each of OHI '75 Trust and JRI '75 Trust is c/o SunTrust Bank, Atlanta, Attn: Thomas A. Shanks, Jr., Trust Company Tower, 25 Park Place, 2nd Floor, Atlanta, GA 30303.

The address of each of OHI '92 Trust, OHI '82 Trust, OHI Family '97 Trust, JRI '92 Trust, JRI '82 Trust, JRI Family Trust, JRI '02 Trust and JRI '03 Trust is c/o William S. Jones, Ingram Industries Inc., 4400 Harding Road, Nashville, TN 37205.

The address of SunTrust is Trust Company Tower, 25 Park Place, NE, Atlanta, GA 30303.

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Item 2(c). Citizenship:

Each of the persons filing this statement is a United States citizen,

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corporation or limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States.

Item 2(d). Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

457153 10 4

Item 3. Type of Reporting Person:

N/A

CUSIP NO. 457153 10 4

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Item 4. Ownership.

(a), (b) and (c)

The entities named in Exhibit 1 (excluding SunTrust) (the "Shareholders") and the Company have entered into or agreed to be bound by a Board Representation Agreement (as amended, the "Agreement") dated as of November 6, 1996. Except as described in footnote (7) below, all of the shares of Class A Common Stock, par value \$0.01 per share (the "Common Stock") covered by this statement are subject to the Agreement, which requires (i) the Shareholders to vote for certain directors of the Company and (ii) a majority of the Shareholders to approve certain corporate transactions. The parties to the Agreement (other than the Company) and certain trustees of certain Shareholders are filing this Schedule 13G jointly.

Pursuant to Amendment No. 2 to Board Representation Agreement dated March 12, 2002, the following persons are no longer parties to the Agreement:

David B. Ingram
Robin B. Ingram Patton
Ingram Charitable Fund, Inc.
Trust for Orrin Henry Ingram, II, Under Agreement with E. Bronson Ingram Dated October 27, 1967
Trust for Orrin Henry Ingram, II, Under Agreement with E. Bronson Ingram Dated June 14, 1968
Trust for John Rivers Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967
Trust for John Rivers Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968
Trust for David B. Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967

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Trust for David B. Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968
 Trust for David B. Ingram, Under Agreement with Hortense E. Ingram Dated December 22, 1975
 The David B. Ingram Irrevocable Trust Dated July 9, 1992
 Trust for the Benefit of David B. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended

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David and Sarah Ingram Family 1996 Generation Skipping Trust
 The David Bronson Ingram Annuity Trust 2000
 The David Bronson Ingram Annuity Trust 2001
 The David Bronson Ingram Annuity Trust No. 2 2001
 Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967
 Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968
 Trust for Robin Bigelow Ingram, Under Agreement with Hortense B. Ingram Dated December 22, 1975
 The Robin Ingram Patton Irrevocable Trust Dated July 9, 1992
 Trust for the Benefit of Robin B. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended
 Wilson Rivers Patton/Minor's Trust
 Reid Ingram Patton/Minor's Trust
 Crawford Bronson Patton/Minor's Trust

The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table below. Based on information provided by the Company, as of December 31, 2003, there were outstanding 151,961,079 shares of Common Stock. Each share of Common Stock entitles the holder to one vote on each matter submitted to a vote of the Company's stockholders, including the election of directors. The table below indicates the beneficial ownership of Common Stock as of December 31, 2003 of the persons filing this statement. Pursuant to Rule 13d-3 promulgated under the Exchange Act, certain securities convertible into, or exchangeable for, shares of Common Stock, may be deemed to be shares of Common Stock for purposes of determining beneficial ownership. See footnote (2) below.

	Beneficial Ownership at 12/31/03 (1) (2)	% of Common Stock at 12/31/03 (2)
Martha R. Ingram	31,222,215 (3) (4)	20.5%
Orrin H. Ingram, II	22,879,003 (4) (5)	15.1%

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	Beneficial Ownership at 12/31/03 (1) (2)	% of Common Stock at 12/31/03 (2)
John R. Ingram	22,320,223 (4) (6)	14.7%
QTIP Trust	19,099,259	12.6%
Charitable Remainder Foundation	814,817 15,895	0.5% 0.0%
Charitable Lead	1,715,336	1.1%
OHI '75 Trust	75,916	0.0%
OHI '92 Trust	71,007	0.0%
OHI '82 Trust	6,892	0.0%
OHI Family '97 Trust	35,000	0.0%
JRI '75 Trust	75,916	0.0%
JRI '92 Trust	71,007	0.0%
JRI '82 Trust	6,892	0.0%
JRI Family Trust	31,497	0.0%
JRI '02 Trust	323,760	0.2%
JRI '03 Trust	307,702	0.2%
SunTrust	374,127 (7)	0.2%

- (1) Each person has sole voting and dispositive power with respect to the shares shown as beneficially owned, except as indicated below.
- (2) Pursuant to Rule 13d-3 promulgated under the Exchange Act, as used in this table, "beneficial ownership" means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is deemed as of any date to have "beneficial ownership" of any security that such person has a right to acquire within 60 days after such date. For purposes of calculating the ownership percentage of any person named above, any securities that any person other than such person has the right to acquire within 60 days of such date are not deemed to be outstanding.

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- (3) Includes options exercisable for 56,410 shares of Common Stock held by Martha R. Ingram. Also includes the shares held by Charitable Remainder, with respect to which Martha R. Ingram acts as trustee. Also includes the shares held by QTIP Trust and Foundation, with respect to which Martha R. Ingram acts as a trustee and shares voting and dispositive power.
- (4) Excludes 131,000 shares of Common Stock held by Ingram Industries Inc. (the "Ingram Industries"). Each of Martha R. Ingram, Orrin H. Ingram, II and John R. Ingram are principal stockholders of Ingram Industries, and may be deemed to be beneficial owners of the shares held by Ingram Industries.
- (5) Includes options exercisable for 44,270 shares of Common Stock held by Orrin H. Ingram, II. Also includes the shares held by QTIP Trust, Foundation and Charitable Lead, with respect to which Orrin H. Ingram, II acts as a trustee and shares voting and dispositive power.
- (6) Includes options exercisable for 58,679 shares of Common Stock held by John R. Ingram. Also includes the shares held by QTIP Trust, Foundation, Charitable Lead, JRI '01 Trust and JRI '02 Trust, with respect to which John R. Ingram acts as a trustee and shares voting and dispositive power.
- (7) Includes the shares held by OHI '75 Trust and JRI '75 Trust, with respect to which SunTrust, Atlanta acts as a trustee and has sole voting and dispositive power, and the shares held by OHI '92 Trust, OHI '82 Trust, JRI '92 Trust and JRI '82 Trust, with respect to which SunTrust, Atlanta acts as a trustee and shares voting and dispositive power. Also includes shares held in accounts for OHI Family '97 Trust and JRI Family Trust.

All shares described below are not subject to the Agreement:

Excludes 1,388,728 shares of Common Stock held in accounts for customers of SunTrust Banks, Inc. and its affiliates including SunTrust, Atlanta. SunTrust Banks, Inc. and its affiliates have sole voting and dispositive power with respect to 251,919 of these shares, and shared voting

and dispositive power with respect to 732,037 of these shares. SunTrust Banks, Inc. and its affiliates held the other 404,772 shares in nondiscretionary accounts. SunTrust Banks, Inc. and each of its affiliates disclaim any beneficial interest in all shares of Common Stock it held.

Item 5. Ownership of Five Percent or Less of a Class.

N/A

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit 1

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

N/A

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 17, 2004

LILY YAN AREVALO

For each of:

Martha R. Ingram

Orrin H. Ingram, II

John R. Ingram

Martha R. Ingram, Orrin H. Ingram, II
and John R. Ingram as co-trustees for
the QTIP MARITAL TRUST CREATED UNDER THE
E. BRONSON INGRAM REVOCABLE TRUST
AGREEMENT DATED JANUARY 4, 1995

Martha R. Ingram as trustee for the E.
BRONSON INGRAM 1995 CHARITABLE REMAINDER

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5% UNITRUST

Orrin H. Ingram and John R. Ingram as
co-trustees for the MARTHA AND BRONSON
INGRAM FOUNDATION

Orrin H. Ingram and John R. Ingram as
co-trustees for the E. BRONSON INGRAM
1994 CHARITABLE LEAD ANNUITY TRUST

SunTrust Bank, Atlanta as trustee for
the TRUST FOR ORRIN HENRY INGRAM, II,
UNDER AGREEMENT WITH HORTENSE B. INGRAM
DATED DECEMBER 22, 1975

SunTrust Bank, Atlanta as co-trustee for
THE ORRIN H. INGRAM IRREVOCABLE TRUST
DATED JULY 9, 1992

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SunTrust Bank, Atlanta as co-trustee for
the TRUST FOR THE BENEFIT OF ORRIN H.
INGRAM ESTABLISHED BY MARTHA R. RIVERS
UNDER AGREEMENT OF TRUST ORIGINALLY
DATED APRIL 30, 1982, AS AMENDED

William S. Jones as trustee for the
ORRIN AND SARA INGRAM FAMILY 1997
GENERATION SKIPPING TRUST

SunTrust Bank, Atlanta as trustee for
the TRUST FOR JOHN RIVERS INGRAM, UNDER
AGREEMENT WITH HORTENSE B. INGRAM DATED
DECEMBER 22, 1975

SunTrust Bank, Atlanta as co-trustee for
THE JOHN R. INGRAM IRREVOCABLE TRUST
DATED JULY 9, 1992

SunTrust Bank, Atlanta as co-trustee for
the TRUST FOR THE BENEFIT OF JOHN R.
INGRAM ESTABLISHED BY MARTHA R. RIVERS
UNDER AGREEMENT OF TRUST ORIGINALLY
DATED APRIL 30, 1982, AS AMENDED

William S. Jones as trustee for THE JOHN
AND STEPHANIE INGRAM FAMILY 1996
GENERATION SKIPPING TRUST

John R. Ingram as trustee for THE JOHN
RIVERS INGRAM ANNUITY TRUST 2002

John R. Ingram as trustee for THE JOHN
RIVERS INGRAM ANNUITY TRUST 2003

SUNTRUST BANK, ATLANTA

/s/ Lily Yan Arevalo

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Name: Lily Yan Arevalo
Title: Attorney-in-Fact

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Exhibit Index

Exhibit -----		Page -----
1.	Names of Reporting Persons	31
2.	Power of Attorney for The John Rivers Ingram Annuity Trust 2003	32
3.	Power of Attorney for all other filers (incorporated by reference to Exhibit 2 to Schedule 13G Amendment Nos. 1, 3, 5 and 6 filed on February 17, 1998, February 14, 2000, February 13, 2002 and February 14, 2003)	