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INGRAM M Form 4	MICRO INC										
August 13,	2008										
FORM 4 UNITED STATES SI			SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB AF OMB Number:	PROVAL 3235-0287		
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	nger to 16. or Filed pu tons ntinue.	tion 16(a) of the Investment	Expires:January 312005Estimated averageburden hours perresponse0.5								
(Print or Type	e Responses)										
INGRAM MARTHA R Symb			In				i. Relationship of Reporting Person(s) to ssuer				
			Date of Earliest Transaction				(Check all applicable)				
INC., ONE	AM INDUSTRIE E BELLE MEADI DING ROAD	S 08	(onth/Day/Year) 3/12/2008			_	_X Director Officer (give t elow)	itle Othe below)	o Owner r (specify		
	(Street)		If Amendment, D ed(Month/Day/Yea	-		A	Individual or Joi pplicable Line) K_ Form filed by O _ Form filed by Mo	ne Reporting Per	rson		
	LE, TN 37205	(7:)				Pe	erson				
(City)	(State)	(Zip)	Table I - Non-	Derivative Secu	rities	Acquir	ed, Disposed of,	or Beneficial	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	4. Securities A nor Disposed of (Instr. 3, 4 and Amount	(D)	d (A) Price	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)		
Class A Common Stock	08/12/2008		G <u>(1)</u>	10,000,000	D	\$0	5,099,259	I <u>(2)</u>	See Footnote 2		
Class A Common Stock	08/12/2008		G <u>(1)</u>	10,000,000	А	\$0	10,235,834	D			
Class A Common Stock	08/12/2008		G	10,000,000	D	\$ 0	235,834	D			
Class A							2,751	I <u>(3)</u>	See		

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Common Stock		Footnote 3
Reminder: Report on a separate line for each class of securities benef	icially owned directly or indirectly.	
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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

number.

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Title Amoun Underly Securiti (Instr. 3	t of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title M	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships					
r g	Director	10% Owner	Officer					
INGRAM MARTHA R C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE 4400 HARD NASHVILLE, TN 37205	Х	Х						
Signatures								
Lily Yan Arevalo for Martha R. Ingram	08/13/2008							
** 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) Exempt distribution to reporting person from the E. Bronson Ingram QTIP Marital Trust, as to which Trust assets reporting person has indirect benefician interest.
- (2) Securities are held in trust for the benefit of the reporting person.

Other

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(3) Held in tax-conditioned plan.

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.