

INGRAM MICRO INC
Form SC 13G/A
February 14, 2003

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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. 6)

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

13G

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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
2,089,120

6. SHARED VOTING POWER
29,175,713

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER
2,089,120

8. SHARED DISPOSITIVE POWER
29,175,713

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
31,264,833

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
20.7%

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
2,627,514

6. SHARED VOTING POWER
30,944,490

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

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2,627,514

8. SHARED DISPOSITIVE POWER

30,944,490

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,572,004

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

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

22.3%

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

2,606,234

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

30,944,490

7. SOLE DISPOSITIVE POWER

2,606,234

8. SHARED DISPOSITIVE POWER

30,944,490

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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33,550,724

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

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

22.2%

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

29,099,259

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

-0-

7. SOLE DISPOSITIVE POWER

29,099,259

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,099,259

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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19.3%

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

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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

76,454

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

-0-

7. SOLE DISPOSITIVE POWER

76,454

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,454

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

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

0.1%

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)

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

1,768,777

6. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

-0-

7. SOLE DISPOSITIVE POWER

1,768,777

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,768,777

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

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

1.2%

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)

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)
0.1%
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)
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)

0.1%

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

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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 2001

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 |

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

7. SOLE DISPOSITIVE POWER
307,702

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

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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
592,298

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

7. SOLE DISPOSITIVE POWER
592,298

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8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

592,298

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

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

0.4%

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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Item 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")

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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 2001 ("JRI '01 Trust")

The John Rivers Ingram Annuity Trust 2002 ("JRI '02 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 '01 Trust and JRI '02 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:

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

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Trust for David B. Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967

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, 2002, there were outstanding 150,797,983 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, 2002 of the persons filing this statement. Pursuant to Rule 13d-3 promulgated under the Exchange Act, certain securities convertible into, or exchangeable

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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 | | % | of Common Stock at |
|---------------------|----------------------------|---------|---|--------------------|
| | 12/31/02 | (1) (2) | | 12/31/02 (2) |
| Martha R. Ingram | 31,264,833 | (3) (4) | | 20.7% |
| Orrin H. Ingram, II | 33,572,004 | (4) (5) | | 22.3% |

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| | Beneficial Ownership at | | % | of Common Stock at |
|------------------------------------|----------------------------|---------|---|--------------------|
| | 12/31/02 | (1) (2) | | 12/31/02 (2) |
| John R. Ingram | 33,550,724 | (4) (6) | | 22.2% |
| QTIP Trust | 29,099,259 | | | 19.3% |
| Charitable Remainder Foundation | 814,817 | | | 0.5% |
| | 76,454 | | | 0.1% |
| Charitable Lead | 1,768,777 | | | 1.2% |
| OHI '75 Trust | 75,916 | | | 0.1% |
| 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 | | | 0.1% |
| JRI '92 Trust | 71,007 | | | 0.0% |
| JRI '82 Trust | 6,892 | | | 0.0% |
| JRI Family Trust | 31,497 | | | 0.0% |
| JRI '01 Trust | 307,702 | | | 0.2% |
| JRI '02 Trust | 592,298 | | | 0.4% |
| 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

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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 38,469 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 231,000 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 36,469 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 50,878 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 2,878,778 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 118,053 of these shares, and shared voting

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and dispositive power with respect to 740,039 of these shares. SunTrust Banks, Inc. and its affiliates held the other 2,020,686 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
- 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 14, 2003

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

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JANUARY 4, 1995

Martha R. Ingram as trustee for the E. BRONSON INGRAM 1995 CHARITABLE REMAINDER 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 2001

John R. Ingram as trustee for THE JOHN

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RIVERS INGRAM ANNUITY TRUST 2002

SUNTRUST BANK, ATLANTA

/s/ Lily Yan Arevalo

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 2002 | 32 |
| 3. | Power of Attorney for all other filers (incorporated by reference to Exhibit 2 to Schedule 13G Amendment Nos. 1, 3 and 5 filed on February 17, 1998, February 14, 2000 and February 13, 2002) | |