## Edgar Filing: INGRAM MARTHA R - Form 4

INGRAM MART Form 4	THA R									
March 03, 2009										
FORM 4									PPROVAL	
	UNITED	STATES					E COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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							Estimated burden hou response	Estimated average burden hours per response 0.5	
(Print or Type Respon	nses)									
1. Name and Addres		Person <u>*</u>	Symbol		<b>d</b> Ticker or RO INC [2	-	5. Relationship o Issuer	f Reporting Per ck all applicabl		
(Last) ( C/O INGRAM II INC., ONE BELI	NDUSTRIE			of Earliest T Day/Year) 2009	Fransaction		X_ Director Officer (giv below)	109	% Owner her (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ol>				
NASHVILLE, T	N 37205						Person	wore than One K	eporting	
(City) (	State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed (	of, or Beneficia	lly Owned	
	ansaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)	
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
	a separate nic				Perso inform requir	ns who rest nation cont ed to resp sys a curre	spond to the collect tained in this form ond unless the for ntly valid OMB co	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase $\frac{(1)}{2}$	\$ 10.62	03/02/2009		А	2,979	03/31/2009	03/01/2019	Class A Common Stock	2,979
Options to purchase $(1)$	\$ 10.62	03/02/2009		А	2,980	04/30/2009	03/01/2019	Class A Common Stock	2,980
Options to purchase (1)	\$ 10.62	03/02/2009		А	2,979	05/31/2009	03/01/2019	Class A Common Stock	2,979
Options to purchase (1)	\$ 10.62	03/02/2009		А	2,980	06/30/2009	03/01/2019	Class A Common Stock	2,980
Options to purchase (1)	\$ 10.62	03/02/2009		А	2,979	07/31/2009	03/01/2019	Class A Common Stock	2,979
Options to purchase (1)	\$ 10.62	03/02/2009		А	2,980	08/31/2009	03/01/2019	Class A Common Stock	2,980
Options to purchase (1)	\$ 10.62	03/02/2009		А	2,979	09/30/2009	03/01/2019	Class A Common Stock	2,979
Options to purchase $\frac{(1)}{2}$	\$ 10.62	03/02/2009		А	2,980	10/31/2009	03/01/2019	Class A Common Stock	2,980
Options to purchase $\frac{(1)}{2}$	\$ 10.62	03/02/2009		А	2,979	11/30/2009	03/01/2019	Class A Common Stock	2,979

(

Options							Class A	
to	\$ 10.62	03/02/2009	А	2,980	12/31/2009	03/01/2019		2,980
purchase	¢ 10.02	0010212009		2,700	12,01,2009	00,01,2019	Stock	2,900
(1)								

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
1	Director	10% Owner	Officer	Other			
INGRAM MARTHA R C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE NASHVILLE, TN 37205	Х						
Signatures							
Lily Yan Arevalo for Martha R. Ingram	(	03/03/2009					
**Signature of Reporting Person		Date					
Explanation of Doon							

## **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 Amended and Restated 2003 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. 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.