

HOWELLS JEFFERY P  
Form 4  
March 25, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOWELLS JEFFERY P**

2. Issuer Name and Ticker or Trading Symbol  
**TECH DATA CORP [TECD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

5350 TECH DATA DRIVE

03/23/2010

Executive Vice President/CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CLEARWATER, FL 33760

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	03/23/2010 <sup>(1)</sup>		A	14,510 A \$ 0	60,092	D	
Common Stock	03/23/2010		M	9,875 <sup>(2)</sup> A \$ 21.13	69,967	D	
Common Stock	03/23/2010		D	7,087 D \$ 45.01	62,880 <sup>(3)</sup>	D	
Common Stock					200	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 21.13	03/23/2010		M	9,875	03/23/2010 <sup>(4)</sup> 03/23/2019	Common Stock 9,875

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELLS JEFFERY P 5350 TECH DATA DRIVE CLEARWATER, FL 33760	X		Executive Vice President/CFO	

## Signatures

By: Charles V. Dannewitz For: Jeffery P. Howells  
Date: 03/25/2010

\_\_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) Restricted stock unit grant which represents a contingent right to receive one share of Tech Data Corporation common stock for each vested unit. The restricted stock units vest 25% on the 1st and 2nd grant date anniversaries and 50% on the 3rd grant date anniversary. The market value of Tech Data stock reached \$41.13 per share after the vesting period, attaining the award's \$20 maximum cap per share.
- (2) therefore, in accordance with the grant agreement, the vested shares were automatically exercised. The net shares received represent the maximum value less any tax liability.
- (3) Table I (column 5) - 200 shares held in trust; 20,024 shares held direct; 42,856 unvested RSU's.
- (4)

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Maximum value stock-settled stock appreciation right ("MVSSAR") granted on 03/23/09 at \$21.13 under the Amended and Restated 2000 Equity Incentive Plan of Tech Data Corporation, as amended of which 25% is exercisable on 3/23/10 and on each subsequent anniversary. Each MVSSAR is granted with a predetermined cap on the exercise spread.

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.