

TECH DATA CORP

Reported by
DUTKOWSKY ROBERT M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/22/17 for the Period Ending 06/22/17

Address 5350 TECH DATA DR
CLEARWATER, FL 33760
Telephone 7275397429
CIK 0000790703
Symbol TECD
SIC Code 5045 - Computers and Computer Peripheral Equipment and Software
Industry Computer & Electronics Retailers
Sector Consumer Cyclical
Fiscal Year 01/31

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person * DUTKOWSKY ROBERT M (Last) (First) (Middle) TECH DATA CORPORATION, 5350 TECH DATA DRIVE (Street) CLEARWATER, FL 33760 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TECH DATA CORP [TECD] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/22/2017</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | |

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|----------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 6/22/2017 | | S | | 20000 | D | \$100.0781 (1) | 234613 (2) | D | |

| Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.00 to \$100.57, inclusive. The reporting person undertakes to provide Tech Data Corporation, any security holder of Tech Data Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
- (2) Direct: 124,362, unvested RSUs: 72,721. 37,530 vested shares will be delivered to Mr. Dutkowsky as soon as practical after, but not later than 10 days following, his separation from service, subject to a potential delay if required under Section 409A of US tax rules.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUTKOWSKY ROBERT M TECH DATA CORPORATION 5350 TECH DATA DRIVE CLEARWATER, FL 33760 | X | | Chief Executive Officer | |

Signatures

By: **Scott Walker For: Robert M. Dutkowsky**

6/22/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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