

ARROW ELECTRONICS INC

Form 4

March 02, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN PETER S

2. Issuer Name **and** Ticker or Trading
Symbol
ARROW ELECTRONICS INC
[ARW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ARROW ELECTRONICS, INC., 50
MARCUS DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sr. VP & General Counsel

(Street)
MELVILLE, NY 11747

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/28/2005		S ⁽¹⁾		100	D	\$ 27.25	18,000	D
Common Stock	02/28/2005		S ⁽¹⁾		100	D	\$ 27.21	17,900	D
Common Stock	02/28/2005		S ⁽¹⁾		100	D	\$ 27.2	17,800	D
Common Stock	02/28/2005		S ⁽¹⁾		100	D	\$ 27.16	17,700	D
Common Stock	02/28/2005		S ⁽¹⁾		400	D	\$ 27.1	17,300	D

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Common Stock	02/28/2005	S ⁽¹⁾	100	D	\$ 27.04	17,200	D
Common Stock	02/28/2005	S ⁽¹⁾	100	D	\$ 27.03	17,100	D
Common Stock	02/28/2005	S ⁽¹⁾	200	D	\$ 27.01	16,900	D
Common Stock	02/28/2005	S ⁽¹⁾	550	D	\$ 27	16,350	D
Common Stock	03/01/2005	S ⁽¹⁾	500	D	\$ 27.5	15,850	D

Common Stock						266.29	I	Held in the Company's Employee Stock Ownership Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.9	02/28/2005		A		12,000		02/28/2006	02/28/2015	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

BROWN PETER S
ARROW ELECTRONICS, INC.
50 MARCUS DRIVE
MELVILLE, NY 11747

Sr. VP & General Counsel

Signatures

Lori McGregor,
Attorney-in-fact

03/02/2005

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2002 and amended on May 9, 2003.
- (2) Award of stock option granted under the Arrow Electronics, Inc. 2004 Omnibus 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.

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