

MCNALLY BRIAN  
Form 5  
February 10, 2006

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
MCNALLY BRIAN

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

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

ARROW ELECTRONICS, INC., 50 MARCUS DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MELVILLE, NY 11747

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) Amount                                                        | or (D) | Price |                                                                                            |                                                          |                                                       |
| Common Stock (1)                | ^                                    | ^                                                  | ^                              | ^                                                                 | ^      | ^     | 33,800                                                                                     | D                                                        | ^                                                     |
| Common Stock                    | ^                                    | ^                                                  | ^                              | ^                                                                 | ^      | ^     | 6,802.74                                                                                   | 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.

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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) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 26.0625                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 12/13/1997                                               | 12/13/2006      | Common Stock                                                  | 6,000                      |
| Employee Stock Option (right to buy)       | \$ 32.25                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 12/18/1998                                               | 12/18/2007      | Common Stock                                                  | 3,500                      |
| Employee Stock Option (right to buy)       | \$ 15.4375                                             | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 03/03/2000                                               | 03/03/2009      | Common Stock                                                  | 7,500                      |
| Employee Stock Option (right to buy)       | \$ 20.375                                              | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 12/15/2000                                               | 12/15/2009      | Common Stock                                                  | 7,500                      |
| Employee Stock Option (right to buy)       | \$ 25.85                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 02/21/2002                                               | 02/21/2011      | Common Stock                                                  | 7,500                      |
| Employee Stock Option                      | \$ 26.45                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 02/27/2003                                               | 02/27/2012      | Common Stock                                                  | 10,000                     |

(right to buy)

Employee

Stock

Option

\$ 13.85

^

^

^

^

^

^

02/27/2004

02/27/2013

Common Stock

10,000

(right to buy)

Employee

Stock

Option

\$ 24.6

^

^

^

^

^

02/27/2005

02/27/2014

Common Stock

12,000

(right to buy)

Employee

Stock

Option

\$ 26.9

^

^

^

^

^

02/28/2006

02/28/2015

Common Stock

12,000

(right to buy)

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                  |       |
|-----------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer          | Other |
| MCNALLY BRIAN<br>ARROW ELECTRONICS, INC.<br>50 MARCUS DRIVE<br>MELVILLE, NY 11747 | ^             | ^         | ^ Vice President | ^     |

## Signatures

Lori McGregor,  
Attorney-in-fact

02/10/2006

\*\*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) Includes shares subject to the vesting provisions of the Company's Restricted Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.