

REILLY PAUL J  
Form 5  
February 06, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Reilly, Paul J.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>Arrow Electronics, Inc. (ARW)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <b>Vice President &amp; Chief Financial Officer</b>		
c/o Arrow Electronics, Inc. 50 Marcus Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>129-48-9843</b>			4. Statement for Month/Year <b>December 2002</b>		
(Street) <b>Melville, NY 11747</b>			5. If Amendment, Date of Original (Month/Year)			7. 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		

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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Amount	(A) or (D)	Price					
<b>Common Stock<sup>(1)</sup></b>												<b>2,099</b>		<b>I</b>		<b>Held in the Company's Employee Stock Ownership Plan.</b>
<b>Common Stock<sup>(2)</sup></b>												<b>25,500</b>		<b>D</b>		

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).

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**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivatives	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)	Securities (Year)		(Instr. 3 & 4)		Beneficially Owned at End of Year (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)				
					Acquired (A) or Disposed of (D)	(Instr. 3, 4 & 5)	(A)	(D)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Benefit Plan Stock Option <sup>(3)</sup>	19.00							12/9/94	12/9/03	Common Stock	4,000		4,000	D	
Employee Benefit Plan Stock Option	20.9375							2/13/97	2/13/06	Common Stock	6,000		6,000	D	
Employee Benefit Plan Stock Option	26.0625							12/13/97	12/13/06	Common Stock	6,000		6,000	D	
Employee Benefit Plan Stock Option	32.25							12/18/98	12/18/07	Common Stock	3,500		3,500	D	
Employee Benefit Plan Stock Option	15.4375							3/3/00	3/3/09	Common Stock	4,000		4,000	D	
Employee Benefit Plan Stock Option	20.3750							12/15/00	12/15/09	Common Stock	7,500		7,500	D	
Employee Benefit Plan Stock Option	25.85							2/21/02	2/21/11	Common Stock	7,500		7,500	D	
Employee Benefit Plan Stock Option	22.50							10/8/02	10/8/11	Common Stock	7,500		7,500	D	
Employee Benefit Plan Stock Option	26.45							2/27/03	2/27/12	Common Stock	10,000		10,000	D	

Explanation of Responses:

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(1) Held in the Company's Employee Stock Ownership Plan. Based on the Employee Stock Ownership Plan Statement of Account as of December 31, 2001.

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

(3) Right to buy granted under the Company's Stock Option Plan.

By: /s/ **Lori McGregor**  
**Attorney-in-fact**

\*\*Signature of Reporting Person

**2/6/03**  
Date

\*\*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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