

REILLY PAUL J
Form 5
February 12, 2007

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 *
REILLY PAUL J

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)
12/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice President & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock (1) | ^ | ^ | ^ | ^ ^ ^ | 35,000 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 3,218.849 | 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) | \$ 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 | 4,000 |
| 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 (right to buy) | \$ 22.5 | Â | Â | Â | Â | Â | 10/08/2002 | 10/08/2011 | 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 (right to buy)

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02/27/2004

02/27/2013

Common Stock

10,000

Employee

Stock

Option \$ 24.6 (right to buy)

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02/27/2005

02/27/2014

Common Stock

10,000

Employee

Stock

Option \$ 26.9 (right to buy)

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02/28/2006

02/28/2015

Common Stock

15,000

Employee

Stock

Option \$ 35.59 (right to buy)

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02/27/2007

02/27/2016

Common Stock

15,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REILLY PAUL J ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747 | Â | Â | Â Sr. Vice President & CFO | Â |

Signatures

Lori McGregor
Attorney-in-fact
02/12/2007

**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.

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