

REILLY PAUL J
Form 5
February 10, 2012

FORM 5

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

OMB APPROVAL

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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 of Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive 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 Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock ⁽¹⁾	^	^	^	^ ^ ^	127,404	D	^
Common Stock	^	^	^	^ ^ ^	3,696.249	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)	\$ 26.45	Â	Â	Â	Â	Â	02/27/2003	02/27/2012	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 13.85	Â	Â	Â	Â	Â	02/27/2004	02/27/2013	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 24.6	Â	Â	Â	Â	Â	02/27/2005	02/27/2014	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 26.9	Â	Â	Â	Â	Â	02/28/2006	02/28/2015	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 35.59	Â	Â	Â	Â	Â	02/27/2007	02/27/2016	Common Stock	15,000
Employee Stock Option	\$ 38.29	Â	Â	Â	Â	Â	02/28/2008	02/28/2017	Common Stock	18,000

(right to buy)

Employee Stock Option

\$ 32.61	Â	Â	Â	Â	Â	03/01/2009	03/01/2018	Common Stock	24,300
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Employee Stock Option

\$ 16.82	Â	Â	Â	Â	Â	02/26/2010	02/26/2019	Common Stock	48,352
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Employee Stock Option

\$ 24.6	Â	Â	Â	Â	Â	07/27/2010	07/27/2019	Common Stock	2,204
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Employee Stock Option

\$ 28.34	Â	Â	Â	Â	Â	02/25/2011	02/25/2020	Common Stock	35,775
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Employee Stock Option

\$ 38.69	Â	Â	Â	Â	Â	02/24/2012	02/24/2021	Common Stock	25,468
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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 Executive Vice President & CFO	Â

Signatures

Jade E. Osorio, 02/10/2012
Attorney-in-fact

**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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