

REILLY PAUL J
Form 4
November 28, 2005

FORM 4 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).

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

(Print or Type Responses)

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)
ARROW ELECTRONICS, INC., 50
MARCUS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Financial Officer

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	11/23/2005		M ⁽¹⁾		6,000	A	\$ 26.06	41,000	D	
Common Stock	11/23/2005		S ⁽¹⁾		6,000	D	\$ 32.5	35,000 ⁽²⁾	D	
Common Stock								3,018.308	I	Held in the Company's Employee Stock Ownership Plan.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)								
Employee Stock Option (right to buy)	\$ 26.06	11/23/2005		M ⁽¹⁾	6,000	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; text-align: center;">Date Exercisable 12/13/1997</td> <td style="width: 50%; text-align: center;">Expiration Date 12/13/2006</td> </tr> </table>	Date Exercisable 12/13/1997	Expiration Date 12/13/2006	<table border="0" style="width: 100%;"> <tr> <td style="width: 60%;"></td> <td style="width: 5%; text-align: center;">Title</td> <td style="width: 35%; text-align: center;">Amount or Number of Shares</td> </tr> <tr> <td style="text-align: center;">Common Stock</td> <td></td> <td style="text-align: center;">6,000</td> </tr> </table>		Title	Amount or Number of Shares	Common Stock		6,000
Date Exercisable 12/13/1997	Expiration Date 12/13/2006														
	Title	Amount or Number of Shares													
Common Stock		6,000													

Reporting Owners

Reporting Owner Name / Address	Relationships				
REILLY PAUL J ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	<table border="0" style="width: 100%;"> <tr> <td style="width: 33%;">Director</td> <td style="width: 33%;">10% Owner</td> <td style="width: 33%;">Officer</td> <td style="width: 33%;">Other</td> </tr> </table> VP & Chief Financial Officer	Director	10% Owner	Officer	Other
Director	10% Owner	Officer	Other		

Signatures

Lori McGregor,
 Attorney-in-fact 11/28/2005

**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 August 19, 2005.
- (2) 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 is insufficient, *see* Instruction 6 for procedure.

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