

BROWN PETER S
Form 4
May 13, 2011

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 *
BROWN PETER S

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. Date of Earliest Transaction
(Month/Day/Year)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP & General Counsel

ARROW ELECTRONICS, INC., 50
MARCUS DRIVE

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

(Street)

MELVILLE, NY 11747

(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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code V	Amount			
Common Stock	05/11/2011		M	4,919	A	\$ 28.34	55,339	D
Common Stock	05/11/2011		M	11,084	A	\$ 16.82	66,423	D
Common Stock	05/11/2011		M	11,100	A	\$ 32.61	77,523	D
Common Stock	05/11/2011		M	15,000	A	\$ 38.29	92,523	D
Common Stock	05/11/2011		M	12,000	A	\$ 35.59	104,523	D

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Common Stock	05/11/2011	M	6,000	A	\$ 26.9	110,523	D
Common Stock	05/11/2011	S	9,700	D	\$ 45.85	100,823	D
Common Stock	05/11/2011	S	5,038	D	\$ 45.86	95,785	D
Common Stock	05/11/2011	S	1,200	D	\$ 45.87	94,585	D
Common Stock	05/11/2011	S	762	D	\$ 45.88	93,823	D
Common Stock	05/11/2011	S	17,886	D	\$ 45.89	75,937	D
Common Stock	05/11/2011	S	11,714	D	\$ 45.9	64,223	D
Common Stock	05/11/2011	S	5,003	D	\$ 45.91	59,220	D
Common Stock	05/11/2011	S	3,100	D	\$ 45.92	56,120	D
Common Stock	05/11/2011	S	600	D	\$ 45.93	55,520	D
Common Stock	05/11/2011	S	1,700	D	\$ 45.94	53,820	D
Common Stock	05/11/2011	S	2,800	D	\$ 45.95	51,020	D
Common Stock	05/11/2011	S	300	D	\$ 45.96	50,720	D
Common Stock	05/11/2011	S	300	D	\$ 45.97	50,420	D

Common Stock						645,235	I
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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.34	05/11/2011		M		4,919		02/25/2011	02/25/2020	Common Stock	4,919
Employee Stock Option (right to buy)	\$ 16.82	05/11/2011		M		11,084		02/26/2010	02/26/2019	Common Stock	11,084
Employee Stock Option (right to buy)	\$ 32.61	05/11/2011		M		11,100		03/01/2009	03/01/2018	Common Stock	11,100
Employee Stock Option (right to buy)	\$ 38.29	05/11/2011		M		15,000		02/28/2008	02/28/2017	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 35.59	05/11/2011		M		12,000		02/27/2007	02/27/2016	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 26.9	05/11/2011		M		6,000		02/28/2006	02/28/2015	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN PETER S
ARROW ELECTRONICS, INC.
50 MARCUS DRIVE
MELVILLE, NY 11747

Senior VP & General Counsel

Signatures

Jade E. Osorio,
Attorney-in-fact

05/13/2011

__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).

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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