

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).

☐ Form 3 Holdings  
Reported

☐ Form 4 Transactions  
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

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

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|                                                |                                      |                                                    |                                                                                       |                                                                 |            |                                                                                                                                                 |        |                                                          |                                                       |
|------------------------------------------------|--------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-------------------------------------------------------|
| 1. Name and Address of Reporting Person*       |                                      |                                                    | 2. Issuer Name and Ticker or Trading Symbol                                           |                                                                 |            | 6. Relationship of Reporting Person(s)                                                                                                          |        |                                                          |                                                       |
| Reilly, Paul J.                                |                                      |                                                    | Arrow Electronics, Inc. (ARW)                                                         |                                                                 |            | to Issuer (Check all applicable)                                                                                                                |        |                                                          |                                                       |
| (Last) (First) (Middle)                        |                                      |                                                    | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |                                                                 |            | 4. Statement for Month/Year                                                                                                                     |        |                                                          |                                                       |
| c/o Arrow Electronics, Inc.<br>50 Marcus Drive |                                      |                                                    | 129-48-9843                                                                           |                                                                 |            | December 2002                                                                                                                                   |        |                                                          |                                                       |
| (Street)                                       |                                      |                                                    | 5. If Amendment, Date of Original (Month/Year)                                        |                                                                 |            | 7. Individual or Joint/Group Filing (Check Applicable Line)                                                                                     |        |                                                          |                                                       |
| Melville, NY 11747                             |                                      |                                                    |                                                                                       |                                                                 |            | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |        |                                                          |                                                       |
| (City) (State) (Zip)                           |                                      |                                                    | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                                                 |            |                                                                                                                                                 |        |                                                          |                                                       |
| 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) |
| Common Stock <sup>(1)</sup>                    |                                      |                                                    |                                                                                       | Amount                                                          | (A) or (D) | Price                                                                                                                                           | 2,099  | I                                                        | Held in the Company's Employee Stock Ownership Plan.  |
| Common Stock <sup>(2)</sup>                    |                                      |                                                    |                                                                                       |                                                                 |            |                                                                                                                                                 | 25,500 | D                                                        |                                                       |

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 (Instr. 3, 4 & 5) |     | Year             |                 | (Instr. 3 & 4) |                            | Beneficially Owned at End of Year (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
|---------------------------------------------------|---------------------|------------------|-------------------------|------------|------------------------------|-----|------------------|-----------------|----------------|----------------------------|----------------------------------------------|---------------------------------------------------------------|------------|
|                                                   |                     |                  |                         |            | (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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