

REILLY PAUL J
Form 5
February 10, 2006

FORM 5

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

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

OMB APPROVAL

OMB
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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)
12/31/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr. VP & 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

__X__ 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)
				Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	Â	35,000	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	3,018.308	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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SEC 2270
(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	Â
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(right to

buy)

Employee

Stock

Option	\$ 24.6	Â
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(right to

buy)

Employee

Stock

Option	\$ 26.9	Â
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(right to

buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

REILLY PAUL J

ARROW ELECTRONICS, INC.

50 MARCUS DRIVE

MELVILLE,Â NYÂ 11747

Signatures

Lori McGregor

Attorney-in-fact

02/10/2006

 **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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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