PERRY BARRY W
Form 4
February 19, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

Filed By
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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) to Issuer (Check all applicable)
Perry, Barry W. (Last) (First) (Middle) **c/o Engelhard Corporation** **101 Wood Avenue**	**Arrow Electronics, Inc. (ARW)** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) **027-34-1416**	4. Statement for Month/Day/Year **February 15, 2003**	X Director _ 10% Owner _ Officer (give title below) _ Other (specify below)
(Street) **Iselin, NJ 08830** (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person _ Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 4 (continued) 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. Conver-sion or Exercise Price of Derivative Security	3. Trans-action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans-action Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Owner-ship Form of Deriv-ative Security: Direct (D) or	1
				Code	V	(A)	(D)			Title					

								Date Exer-cisable	Expira-tion Date		Amount or Number of Shares			Indirect (I) (Instr. 4)
Non-Employee Directors Plan Stock Option (1)	**$17.4375**							**1/25/00**	**1/25/09**	**Common Stock**	**15,000**		**15,000**	**D**
Non-Employee Directors Plan Stock Option	**$18.125**							**5/14/00**	**5/14/09**	**Common Stock**	**4,000**		**4,000**	**D**
Non-Employee Directors Plan Stock Option	**$33.6875**							**5/23/01**	**5/23/10**	**Common Stock**	**4,000**		**4,000**	**D**
Non-Employee Directors Plan Stock Option	**$26.52**							**5/11/02**	**5/11/11**	**Common Stock**	**4,000**		**4,000**	**D**
Non-Employee Directors Plan Stock Option	**$26.23**							**5/23/03**	**5/23/12**	**Common Stock**	**4,000**		**4,000**	**D**
Phantom Stock (2)	**1 for 1**	**2/15/03**		**A**		**378.79592**				**Common Stock**	**378.79592**		**3285.01864**	**D**

Explanation of Responses:

(1) Right to buy under the Arrow Electronics, Inc. Non-Employee Directors Stock Option Plan.
(2) Issued under the Arrow Electronics, Inc. Non-Employee Directors Deferral Plan and settled by issuance of shares of Common Stock following termination of services as a Director, the occurence of an unforeseeable emergency or a change in control as defined in the Plan.

By: /s/ **Lori McGregor** **Attorney-in-fact**
**Signature of Reporting Person

2/18/03
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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