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SCHEIHING BETTY JANE

Form 4 April 28, 2003

Form 4 or Form 5

See Instruction 1(b).

obligations may continue.

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 _ Check this box if no longer subject to Section 16.

OMB APPROVAL

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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 Romeo and Dye's Section 16 Filer www.section16.net

					Issuer Na row Elec				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last c/o Arrow El 25 Hub Drive		of	I.R.S. Ide Reporting an entity (g Per	son,		4. Statement f Month/Day/Y April 28, 200	ear	Director				
(Street) Melville, NY 11747									5. If Amendm Date of Origin (Month/Day/Y	nal (ear)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)					Table	e I	Non-De	erivative	osed 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)	Transaction Code (Instr. 8)	- I	4. Securit Acquired Disposed (Instr. 3,	(A) of (I) 4 & :	or D) 5)	5. Amour Securities Beneficia Owned F ing Repo Transacti (Instr. 3 &	s ally ollow- rted ons(s)	•	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	4/28/03		S		3,400	(D) D	\$17.00			D			
Common Stock	4/28/03		S		1,425	D	\$17.09		19,400	D			
Common Stock									10,784	I	Held in the Company's Employee Stock Ownerhsip Plan.		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially

(e.g., puts, calls, warrants, options, convertible securities)

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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			T			_						_	1		T
	_, _ , _ , _ , _ ,	3.	3A.	4.				6. Date Exercisable						10.	11. Nature
	sion or	Trans-					mberand Expiration			Amount of			Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action				Date		Underlying		Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code		Der	ivati	(MeIonth/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any					X ear)		(Instr. 3 &			Owned	of Deriv-	(Instr. 4)
(,	Security	(Month/	(Month/	(Instr			uire				- /			ative	,
		Day/	`	8)		(A)								Security:	
		Year)	Year)	0)			ose	H						Direct	
		ĺ				of (, ,	(D)	
						01 (1)						(or	
						(Instr. 3, 4 &								Indirect	
														(I)	
							α							(I) (Instr. 4)	
					_	5)			ı		1			(IIISU. 4)	
				Code	V	(A)			Expira-	Title	Amount				
								Exer-cisable	tion		or				
									Date		Number				
											of				
											Shares				
Employee	\$19.00							12/9/94	12/9/03	Common			15,000	D	
Benefit	427.00									Stock			12,000	~	
Stock										- COUR					
Option															
Plan(1)															
	417.00							12/15/05	10/15/04	C	25.000		25.000		
Employee	\$17.00							12/15/95	12/15/04	Common	25,000		25,000	D	
Benefit										Stock					
Stock															
Option															
Plan															
Employee	\$20.9375							2/13/97	2/13/06	Common	15,000		15,000	D	
Benefit										Stock					
Stock															
Option															
Plan															
Employee	\$26.0625							12/13/97	12/13/06	Common	20,000		20,000	D	
Benefit	,									Stock	,,		,	_	
Stock										Stock					
Option															
Plan															
	\$30.8438							9/4/98	9/4/07	Common	30,000		30,000	D	
Employee	\$30.0430							9/4/90	9/4/0/		30,000		30,000	ש	
Benefit										Stock					
Stock															
Option															
Plan	 				H	_	_				!		1		
Employee	\$32.25							12/18/98		Common	12,500		12,500	D	
Benefit										Stock					
Stock															
Option															
Plan	<u> </u>				L	L	L				<u> </u>				
Employee	\$15.4375							3/3/00	3/3/09	Common	12,500		12,500	D	
Benefit										Stock					
Stock															
Option															
Plan															
Employee	\$20.3750				Ħ			12/15/00	12/15/00	Common	12,500		12,500	D	
	φ∠υ.3730							12/13/00			12,500		12,500	"	
Benefit										Stock					
Stock															
Option															
Plan					Н	_	_						_		
Employee	\$25.85							2/21/02	2/21/11	Common	12,500		12,500	D	
Benefit										Stock					
1		1			1							ĺ			

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Stock Option Plan									
Employee Benefit Stock Option Plan	\$26.45			2/27/03	Common Stock	23,500	23,500	D	
Employee Benefit Stock Option Plan	\$13.85			2/27/04	Common Stock	12,500	12,500	D	

Explanation of Responses:

(1) Right to buy granted under the Arrow Electronics, Inc. Stock Option Plan.

By: /s/ Lori McGregor Attorney-in-fact

4/28/03 Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).