

ARROW ELECTRONICS INC

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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DUVAL DANIEL W

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
ARROW ELECTRONICS INC
[ARW]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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

☒ 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 Ownership (Instr. 4)
				(A) or Amount (D) Price			
Common Stock ⁽¹⁾	Â	Â	Â	Â Â Â Â	24,200	D	Â

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.**SEC 2270
(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 Underlying Security (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Employee Directors Plan Stock Option (right to buy)	\$ 27.8125	Â	Â	Â	Â Â	05/15/1998	05/15/2007	Common Stock	1
Non-Employee Directors Plan Stock Option (right to buy)	\$ 27.5	Â	Â	Â	Â Â	05/14/1999	05/14/2008	Common Stock	4
Non-Employee Directors Plan Stock Option (right to buy)	\$ 18.125	Â	Â	Â	Â Â	05/14/2000	05/14/2009	Common Stock	4
Non-Employee Directors Plan Stock Option (right to buy)	\$ 33.6875	Â	Â	Â	Â Â	05/23/2001	05/23/2010	Common Stock	4
Non-Employee Directors Plan Stock Option (right to buy)	\$ 26.52	Â	Â	Â	Â Â	05/11/2002	05/11/2011	Common Stock	4
Non-Employee Directors Plan Stock Option (right to buy)	\$ 26.23	Â	Â	Â	Â Â	05/23/2003	05/23/2012	Common Stock	4
Non-Employee Directors Plan Stock Option (right to buy)	\$ 16.51	Â	Â	Â	Â Â	05/23/2004	05/23/2013	Common Stock	4
Employee Stock Option (right to buy)	\$ 20.42	Â	Â	Â	Â Â	02/28/2003	02/28/2006	Common Stock	2
Phantom Stock	Â	Â	Â	Â	Â Â	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	3,3
	Â	Â	Â	Â	Â Â	Â <u>(3)</u>	Â <u>(3)</u>		3,

Restricted
Stock Units

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUVAL DANIEL W ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 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.
- (2) Phantom Stock settled by issuance of shares of Common Stock on a one-for-one basis following (i) termination of services as a Director, (ii) the occurrence of an unforeseeable emergency or (iii) a change in control.
- (3) Restricted Stock Units settled by (i) the issuance of shares of Common Stock on a one-for-one basis following termination of services as a Director, or (ii) payment of the fair market value of an equivalent number of shares of common stock following a change of control.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.