

SCHEIHING BETTY JANE  
Form 4  
April 28, 2003

**FORM 4**

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).

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

1. Name and Address of Reporting Person* <b>Scheihing, Betty Jane</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>Arrow Electronics, Inc. (ARW)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. Vice President</b>		
c/o Arrow Electronics, Inc. 25 Hub Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>April 28, 2003</b>		
(Street) Melville, NY 11747			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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									
Common Stock	4/28/03		S		3,400	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 Ownership Plan.		

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)**

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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 & 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. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Benefit Stock Option Plan <sup>(1)</sup>	\$19.00							12/9/94	12/9/03	Common Stock	15,000		15,000	D	
Employee Benefit Stock Option Plan	\$17.00							12/15/95	12/15/04	Common Stock	25,000		25,000	D	
Employee Benefit Stock Option Plan	\$20.9375							2/13/97	2/13/06	Common Stock	15,000		15,000	D	
Employee Benefit Stock Option Plan	\$26.0625							12/13/97	12/13/06	Common Stock	20,000		20,000	D	
Employee Benefit Stock Option Plan	\$30.8438							9/4/98	9/4/07	Common Stock	30,000		30,000	D	
Employee Benefit Stock Option Plan	\$32.25							12/18/98	12/18/07	Common Stock	12,500		12,500	D	
Employee Benefit Stock Option Plan	\$15.4375							3/3/00	3/3/09	Common Stock	12,500		12,500	D	
Employee Benefit Stock Option Plan	\$20.3750							12/15/00	12/15/09	Common Stock	12,500		12,500	D	
Employee Benefit	\$25.85							2/21/02	2/21/11	Common Stock	12,500		12,500	D	

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Stock Option Plan													
Employee Benefit Stock Option Plan	\$26.45					2/27/03	2/27/12	Common Stock	23,500		23,500	D	
Employee Benefit Stock Option Plan	\$13.85					2/27/04	2/27/13	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**  
 \*\*Signature of Reporting Person

**4/28/03**  
 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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