

ARROW ELECTRONICS INC  
 Form 5  
 February 10, 2015

**FORM 5**

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person \*  
 Kerins Sean J

(Last) (First) (Middle)

C/O ARROW ELECTRONICS, INC., 9201 EAST DRY CREEK ROAD

(Street)

CENTENNIAL, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ARROW ELECTRONICS INC [ARW]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, Global ECS

6. Individual or Joint/Group Reporting

(check applicable line)

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. 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)
				(A) or (D)	Amount	Price			
Common Stock (1)	^	^	^	^	^	^	13,968	D	^
Common Stock	^	^	^	^	^	^	191,499	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.

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(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)	
						Date Exercisable (A)	Expiration Date (D)	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.63	Â	Â	Â	Â Â	11/29/2008	11/29/2017	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 16.82	Â	Â	Â	Â Â	02/26/2010	02/26/2019	Common Stock	4,477
Employee Stock Option (right to buy)	\$ 28.34	Â	Â	Â	Â Â	02/25/2011	02/25/2020	Common Stock	3,816
Employee Stock Option (right to buy)	\$ 38.69	Â	Â	Â	Â Â	02/24/2012	02/24/2021	Common Stock	5,094
Employee Stock Option (right to buy)	\$ 40.15	Â	Â	Â	Â Â	02/21/2013	02/19/2022	Common Stock	8,707

Employee Stock Option (right to buy)	\$ 41.56	^	^	^	^	^	02/19/2014	02/17/2023	Common Stock	8,687
Employee Stock Option (right to buy)	\$ 56.71	^	^	^	^	^	02/18/2015	02/17/2024	Common Stock	7,043

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kerins Sean J C/O ARROW ELECTRONICS, INC. 9201 EAST DRY CREEK ROAD CENTENNIAL, CO 80112	^	^	^ President, Global ECS	^

## Signatures

Giselle I. Torres,  
Attorney-in-fact

02/10/2015

\*\*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. 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.