

Morris M Cathy  
 Form 4  
 February 28, 2007

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Morris M Cathy

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 ARROW ELECTRONICS, INC., 50  
 MARCUS DRIVE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/27/2007

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr. Vice President

MELVILLE, NY 11747

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (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)	Price		
				Code	V	Amount	
Common Stock	02/27/2007		M		3,500	A	\$ 32.25 4,750 D
Common Stock	02/27/2007		M		5,000	A	\$ 26.45 9,750 D
Common Stock	02/27/2007		M		1,250	A	\$ 13.85 11,000 D
Common Stock	02/27/2007		M		1,300	A	\$ 24.6 12,300 D
Common Stock	02/27/2007		M		1,312	A	\$ 26.9 13,612 D

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Common Stock	02/27/2007	S	9,600	D	\$ 38	4,012	D
Common Stock	02/27/2007	S	1,600	D	\$ 38.02	2,412	D
Common Stock	02/27/2007	S	400	D	\$ 38.03	2,012	D
Common Stock	02/27/2007	S	600	D	\$ 38.09	1,412	D
Common Stock	02/27/2007	S	200	D	\$ 38.1	1,212	D
Common Stock	02/27/2007	S	400	D	\$ 38.12	812	D
Common Stock	02/27/2007	S	200	D	\$ 38.13	612	D
Common Stock	02/27/2007	S	200	D	\$ 38.15	412	D
Common Stock	02/27/2007	S	212	D	\$ 38.16	200	D
Common Stock	02/27/2007	S	200	D	\$ 38.17	0	D

Common Stock						1,350	I
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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.

**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 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Number of Shares
Employee Stock Option (right to buy)	\$ 32.25	02/27/2007	M	3,500	12/18/1998	12/18/2007	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 26.45	02/27/2007	M	5,000	02/27/2003	02/27/2012	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 13.85	02/27/2007	M	1,250	02/27/2004	02/27/2013	Common Stock	1,250
Employee Stock Option (right to buy)	\$ 24.6	02/27/2007	M	1,300	02/27/2005	02/27/2014	Common Stock	1,300
Employee Stock Option (right to buy)	\$ 26.9	02/27/2007	M	1,312	02/28/2006	02/28/2015	Common Stock	1,312

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris M Cathy ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747			Sr. Vice President	

## Signatures

Lori McGregor,  
Attorney-in-fact

02/28/2007

\_\_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).

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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