

ARROW ELECTRONICS INC

Form 5

February 12, 2015

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
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1. Name and Address of Reporting Person *
BROWN PETER S

(Last) (First) (Middle)

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

(Street)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Senior VP & General Counsel

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

6. Individual or Joint/Group Reporting

(check applicable line)

CENTENNIAL, CO 80112

☒ 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	Â	23,204	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	0	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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.34	Â	Â	Â	Â Â	02/25/2011	02/25/2020	Common Stock	9,838
Employee Stock Option (right to buy)	\$ 38.69	Â	Â	Â	Â Â	02/24/2012	02/24/2021	Common Stock	14,007
Employee Stock Option (right to buy)	\$ 40.15	Â	Â	Â	Â Â	02/21/2013	02/19/2022	Common Stock	13,553
Employee Stock Option (right to buy)	\$ 41.56	Â	Â	Â	Â Â	02/19/2014	02/17/2023	Common Stock	13,030
Employee Stock Option (right to buy)	\$ 56.71	Â	Â	Â	Â Â	02/18/2015	02/17/2024	Common Stock	10,105

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN PETER S C/O ARROW ELECTRONICS, INC. 9201 EAST DRY CREEK ROAD CENTENNIAL, CO 80112	Â	Â	Â Senior VP & General Counsel	Â

Signatures

Giselle I. Torres,
Attorney-in-fact

02/12/2015

__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.

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