

MCNALLY BRIAN
Form 5
February 10, 2006

FORM 5

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

OMB APPROVAL

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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 *
MCNALLY BRIAN

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

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 Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock (1)	^	^	^	^	^	^	33,800	D	^
Common Stock	^	^	^	^	^	^	6,802.74	I	Held in the Company's Employee Stock Ownership Plan

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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)	\$ 26.0625	Â	Â	Â	Â	Â	12/13/1997	12/13/2006	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 32.25	Â	Â	Â	Â	Â	12/18/1998	12/18/2007	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 15.4375	Â	Â	Â	Â	Â	03/03/2000	03/03/2009	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 20.375	Â	Â	Â	Â	Â	12/15/2000	12/15/2009	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 25.85	Â	Â	Â	Â	Â	02/21/2002	02/21/2011	Common Stock	7,500
Employee Stock Option	\$ 26.45	Â	Â	Â	Â	Â	02/27/2003	02/27/2012	Common Stock	10,000

(right to buy)

Employee

Stock

Option

\$ 13.85

^

^

^

^

^

02/27/2004

02/27/2013

Common Stock

10,000

(right to buy)

Employee

Stock

Option

\$ 24.6

^

^

^

^

^

02/27/2005

02/27/2014

Common Stock

12,000

(right to buy)

Employee

Stock

Option

\$ 26.9

^

^

^

^

^

02/28/2006

02/28/2015

Common Stock

12,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNALLY BRIAN ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	^	^	^ Vice President	^

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.

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