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ALL AMERICAN SEMICONDUCTOR INC  
Form 15-12G  
May 17, 2007

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 000-16207

All American Semiconductor, Inc.

(Exact name of registrant as specified in its charter)

16115 Northwest 52nd Avenue, Miami, Florida, 33014; (305) 621-8282

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.01 Par Value  
Common Stock Purchase Rights  
Class A Common Stock Purchase Warrants  
Class B Common Stock Purchase Warrants

(Title of each class of securities covered by this Form)

N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                         |                                     |                         |                                     |
|-------------------------|-------------------------------------|-------------------------|-------------------------------------|
| Rule 12g-4 (a) (1) (i)  | <input checked="" type="checkbox"/> | Rule 12h-3 (b) (1) (i)  | <input type="checkbox"/>            |
| Rule 12g-4 (a) (1) (ii) | <input type="checkbox"/>            | Rule 12h-3 (b) (1) (ii) | <input type="checkbox"/>            |
| Rule 12g-4 (a) (2) (i)  | <input type="checkbox"/>            | Rule 12h-3 (b) (2) (i)  | <input type="checkbox"/>            |
| Rule 12g-4 (a) (2) (ii) | <input type="checkbox"/>            | Rule 12h-3 (b) (2) (ii) | <input type="checkbox"/>            |
|                         |                                     | Rule 15d-6              | <input checked="" type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date:

|   |     |
|---|-----|
| Common Stock, \$0.01 Par Value:         | 229 |
| Common Stock Purchase Rights:           | 229 |
| Class A Common Stock Purchase Warrants: | 0   |
| Class B Common Stock Purchase Warrants: | 0   |

Pursuant to the requirements of the Securities Exchange Act of 1934, All American Semiconductor, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 17, 2007

By: /s/ Howard L. Flanders

Name: Howard L. Flanders

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Title: Executive Vice President and  
Chief Financial Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.