

PERRY BARRY W  
Form 5  
February 06, 2003

**FORM 5**

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

OMB APPROVAL

☐ 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**

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

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Filed By  
Romeo and Dye's  
Section 16 Filer  
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Perry, Barry W.			Arrow Electronics, Inc. (ARW)			<input checked="" type="checkbox"/> Director		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			10% Owner <input type="checkbox"/>		
c/o Engelhard Corporation			027-34-1416			Officer (give title below) <input type="checkbox"/>		
101 Wood Avenue						Other (specify below)		
(Street)			4. Statement for Month/Year			7. Individual or Joint/Group Filing (Check Applicable Line)		
Iselin, NJ 08830			December 2002			<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)			5. If Amendment, Date of Original (Month/Year)			<input type="checkbox"/> Form filed by More than One Reporting Person		
<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
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)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Amount (A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or	11. Nature of Indirect Ownership (Instr. 4)
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					(Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			Indirect (I) (Instr. 4)
					(A)	(D)							
Non-Employee Directors Plan Stock Option <sup>(1)</sup>	17.4375						1/25/00	1/25/09	Common Stock	15000		15000	D
Non-Employee Directors Plan Stock Option	18.125						5/14/00	5/14/09	Common Stock	4000		4000	D
Non-Employee Directors Plan Stock Option	33.6875						5/23/01	5/23/10	Common Stock	4000		4000	D
Non-Employee Directors Plan Stock Option	26.52						5/11/02	5/11/11	Common Stock	4000		4000	D
Non-Employee Directors Plan Stock Option	26.23						5/23/03	5/23/12	Common Stock	4000		4000	D
Phantom Stock <sup>(2)</sup>	1 for 1								Common Stock	2906.22272		2906.22272	D

Explanation of Responses:

(1) Right to buy granted under the Arrow Electronics, Inc. Non-Employee Directors Stock Option Plan.

(2) Phantom Stock issued under the Arrow Electronics, Inc. Non-Employee Directors Deferral Plan and settled by issuance of shares of Common Stock following (i) termination of services as a Director, (ii) the occurrence of an unforeseeable emergency or (iii) a change in control as defined in the Plan.

By: /s/ **Lori McGregor**  
**Attorney-in-fact**

**2/6/03**  
Date

\*\*Signature of Reporting Person

\*\*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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