

REILLY PAUL J  
Form 5  
February 13, 2009

**FORM 5**

**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).  
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 \*  
REILLY PAUL J

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 for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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

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) or (D) Amount Price			
Common Stock	^	^	^	^ ^ ^	60,093	D	^
Common Stock	^	^	^	^ ^ ^	3,591	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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SEC 2270  
(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)	\$ 15.4375	Â	Â	Â	Â	Â	03/31/2000	03/31/2009	Common Stock	4,000
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 (right to buy)	\$ 22.5	Â	Â	Â	Â	Â	10/08/2002	10/08/2011	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 26.45	Â	Â	Â	Â	Â	02/27/2003	02/27/2012	Common Stock	10,000
Employee Stock Option	\$ 13.85	Â	Â	Â	Â	Â	02/27/2004	02/27/2013	Common Stock	10,000

(right to buy)

Employee Stock Option

\$ 24.6	Â	Â	Â	Â	Â	02/27/2005	02/27/2014	Common Stock	10,000
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(right to buy)

Employee Stock Option

\$ 26.9	Â	Â	Â	Â	Â	02/28/2006	02/28/2015	Common Stock	15,000
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(right to buy)

Employee Stock Option

\$ 35.59	Â	Â	Â	Â	Â	02/27/2007	02/27/2016	Common Stock	15,000
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(right to buy)

Employee Stock Option

\$ 38.29	Â	Â	Â	Â	Â	02/28/2008	02/28/2017	Common Stock	18,000
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(right to buy)

Employee Stock Option

\$ 32.61	Â	Â	Â	Â	Â	02/28/2009	03/01/2018	Common Stock	24,300
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(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY PAUL J ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	Â	Â	Â Sr. Vice President & CFO	Â

## Signatures

Peter S. Brown, Senior VP & General Counsel

02/13/2009

\*\*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 provided is insufficient, see Instruction 6 for procedure.

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