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ARROW ELECTRONICS INC  
Form 8-K  
March 18, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): March 16, 2005

ARROW ELECTRONICS, INC.

-----  
(Exact Name of Registrant as Specified in its Charter)

NEW YORK

1-4482

11-1806155

-----  
(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

50 MARCUS DRIVE, MELVILLE, NEW YORK

11747

-----  
(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (631) 847-2000

Not Applicable

-----  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 20.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On March 16, 2005, Arrow Electronics, Inc. (the "Company") entered into an

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amendment (the "Amendment") to that certain employment agreement dated as of February 3, 2003, by and between the Company and William E. Mitchell. The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired:

Not applicable.

(b) Pro Forma Financial Information:

Not applicable.

(c) Exhibits:

EXHIBIT NO. -----	DESCRIPTION -----
10.1	Amendment dated March 16, 2005 to Employment Agreement, dated as of February 3, 2003, by and between the Company and William E. Mitchell

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARROW ELECTRONICS, INC.

Date: March 18, 2005

By: /s/ Peter S. Brown

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Name: Peter S. Brown  
Title: Senior Vice President and  
General Counsel

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