ARROW ELECTRONICS INC

Form 4

November 16, 2007

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

(Middle)

(Month/Day/Year) Execution Date, if

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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 See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

MILLS KAREN G

2. Issuer Name and Ticker or Trading

Symbol

ARROW ELECTRONICS INC

[ARW]

3. Date of Earliest Transaction

(Month/Day/Year) 11/15/2007

X_ Director 10% Owner Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

Officer (give title below)

ARROW ELECTRONICS, INC., 50

(First)

MARCUS DRIVE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

MELVILLE, NY 11747

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 8)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		'Year)	(Instr. 3 and 4)		Secu (Inst
				Code V	(A) (D	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	11/15/2007		A	418.41	<u>(1)</u>	<u>(1)</u>	Common Stock	418.41	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner rune, rune,	Director	10% Owner	Officer	Other		
MILLS KAREN G ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	X					

Signatures

Lori McGregor, Attorney-in-fact

**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).

Phantom Stock issued under the Arrow Electronics, Inc. 2004 Omnibus Incentive Plan and settled by issuance of Common Stock on a 1

(1) for 1 basis, following termination of services as a Director, the occurrence of an unforeseeable emergency or a change in control as defined in the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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