

McMahon John Philip  
 Form 4/A  
 May 10, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 McMahon John Philip

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)  
 ARROW ELECTRONICS, INC., 50  
 MARCUS DRIVE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/02/2011

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

MELVILLE, NY 11747

4. If Amendment, Date Original Filed(Month/Day/Year)  
 05/03/2011

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock <sup>(1)</sup>	05/02/2011		M			12,894	A	\$ 16.82	71,406	D	
Common Stock	05/02/2011		M			9,525	A	\$ 32.61	80,931	D	
Common Stock	05/02/2011		S			349	D	\$ 45.23	80,582	D	
Common Stock	05/02/2011		S			100	D	\$ 45.235	80,482	D	
Common Stock	05/02/2011		S			1,208	D	\$ 45.24	79,274	D	

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Common Stock	05/02/2011	S	100	D	\$ 45.248	79,174	D
Common Stock	05/02/2011	S	1,217	D	\$ 45.25	77,957	D
Common Stock	05/02/2011	S	100	D	\$ 45.255	77,857	D
Common Stock	05/02/2011	S	1,317	D	\$ 45.26	76,540	D
Common Stock	05/02/2011	S	100	D	\$ 45.265	76,440	D
Common Stock	05/02/2011	S	1,801	D	\$ 45.27	74,639	D
Common Stock	05/02/2011	S	500	D	\$ 45.275	74,139	D
Common Stock	05/02/2011	S	1,474	D	\$ 45.28	72,665	D
Common Stock	05/02/2011	S	649	D	\$ 45.29	72,016	D
Common Stock	05/02/2011	S	100	D	\$ 45.295	71,916	D
Common Stock	05/02/2011	S	300	D	\$ 45.3	71,616	D
Common Stock	05/02/2011	S	300	D	\$ 45.305	71,316	D
Common Stock	05/02/2011	S	1,024	D	\$ 45.31	70,292	D
Common Stock	05/02/2011	S	400	D	\$ 45.315	69,892	D
Common Stock	05/02/2011	S	1,100	D	\$ 45.32	68,792	D
Common Stock	05/02/2011	S	300	D	\$ 45.325	68,492	D
Common Stock	05/02/2011	S	1,900	D	\$ 45.33	66,592	D
Common Stock	05/02/2011	S	1,200	D	\$ 45.34	65,392	D
Common Stock	05/02/2011	S	600	D	\$ 45.345	64,792	D
Common Stock	05/02/2011	S	300	D	\$ 45.349	64,492	D
	05/02/2011	S	1,700	D	\$ 45.35	62,792	D

Common Stock							
Common Stock	05/02/2011	S	500	D	\$ 45.355	62,292	D
Common Stock	05/02/2011	S	900	D	\$ 45.36	61,392	D
Common Stock	05/02/2011	S	400	D	\$ 45.365	60,992	D
Common Stock	05/02/2011	S	1,100	D	\$ 45.37	59,892	D

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Arrow Stock Options	\$ 16.82	05/02/2011		M	12,894	02/26/2010	02/26/2019	Common Stock	12,894
Arrow Stock Options	\$ 32.61	05/02/2011		M	3,175	03/01/2009	03/01/2018	Common Stock	9,525

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMahon John Philip ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747			Sr. Vice President	

## Signatures

Jade Osorio,  
Attorney-in-fact

05/10/2011

\_\_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).

(1) List of transactions exceed the limit of 30 rows per Table 1. This is page 1 of 3 for Table 1

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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