Keeth Martha Frances Form 5 February 10, 2012

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

## FORM 5

#### **OMB APPROVAL**

FORM	/I 5					OIVID A	ITTIOVAL			
	N OMB Number:	3235-0362								
Check th no longe			Washington, D.C. 20549				January 31, 2005			
to Sectio Form 4 of 5 obligat may conf	or Form ANI ions tinue.	burden ho	Expires: 2005 Estimated average burden hours per response 1.0							
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported										
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer					
Keeth Martha Frances			nbol RROW ELECTI RW]	RONICS INC	(Check all applicable)					
(Last)	(First)	(M	Statement for Issuer onth/Day/Year) /31/2011	X Director 10% Owner Officer (give title below) Other (specify below)						
	ELECTRONICS, MARCUS DRIV		7.517.2011							
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				e Original	6. Individual or Joint/Group Reporting					
			()		(check applicable line)					
MELVILL	E, NY 11747				_X_ Form Filed b Form Filed by Person					
(City)	(State)	(Zip)	Table I - Non-De	erivative Securities Acc	quired, Disposed	of, or Beneficia	ally Owned			
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if Transaction Transacti		e, if Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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)			

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

Persons who respond to the collection of information

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities

SEC 2270

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year) (Instr. 3 and 4)		4)	
					(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Common Stock	2,079.85
Restricted Stock Units	Â	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	18,661.51

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·r····	Director	10% Owner	Officer	Othe			
Keeth Martha Frances ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	ÂX	Â	Â	Â			

# **Signatures**

Jade E. Osorio, Attorney-in-fact 02/10/2012

\*\*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) Phanton Stock settled by issuance of shares of Common Stock on a one-for-one basis following (i) termination of services as a Director, (ii) the occurrence of an unforeseeable emergency or (iii) a change in control.
- Restricted Stock Units settled by (i) the issuance of shares of Common Stock on a one-for-one basis following termination of services as a Director, or (ii) payment of the fair market value of an equivalent number of shares of common stock following a change of control.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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