Kerin Andrew Charles Form 4 May 08, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Kerin Andrew Charles

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ARROW ELECTRONICS INC

(Check all applicable)

[ARW]

(Last)

(Middle)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year) ARROW ELECTRONICS, INC., 50 05/04/2012

**MARCUS DRIVE** 

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

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

below)

MELVILLE, NY 11747

Security

(Instr. 3)

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

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially

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

(Instr. 4)

Following (A)

Reported Transaction(s)

Owned

or (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion

(Month/Day/Year) Execution Date, if

3. Transaction Date 3A. Deemed

5. Number of **TransactionDerivative** 

Date Exercisable and **Expiration Date** 

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

#### Edgar Filing: Kerin Andrew Charles - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)	(Month/Day/Year) (I		(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/04/2012		A	3,231.89		<u>(1)</u>	<u>(1)</u>	Common Stock	3,231.89
Restricted Stock Units	<u>(2)</u>						(2)	(2)	Common Stock	3,023.32

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
noporomg o who i tumo, i tuai oss	Director	10% Owner	Officer	Other			
Kerin Andrew Charles ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	X						

## **Signatures**

Jade E. Osorio, Attorney-in-fact 05/08/2012

\*\*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).

Restricted Stock Units settled by (i) the issuance of shares of Common Stock on a one-for-one basis on the second business day following the date that the Company next files its quarterly or annual financial statements (as applicable) with the U.S. Securities and Exchange Commission that follows the date of the Grantee's "separation from service" (within the meaning of Section 409A of the Internal Revenue

- (1) Code); provided that the Restriction Period shall end no later than the last day of the calendar year in which the Grantee separates from service on the Board (the change in Restricted Period was approved by the Board of Directors on May 4, 2012 with respect to all grants on that date and subsequent), or (ii) payment of the fair market value of an equivalent number of shares of common stock following a change of control.
- Restricted Stock Units settled by (i) the issuance of shares of Common Stock on a one-for-one basis one year following termination of (2) 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 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.

Reporting Owners 2