PATRICK STEPHEN C

Form 4 May 16, 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

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obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * PATRICK STEPHEN C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

ARROW ELECTRONICS INC

(Check all applicable)

[ARW]

(Month/Day/Year)

05/15/2012

(Last)

Security

(Instr. 3)

(Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

ARROW ELECTRONICS, INC., 50

(Street)

(First)

MARCUS DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

(I)

(Instr. 4)

Issuer

below)

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 3. 4. Securities

5. Amount of Securities Beneficially

Owned

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

> Ownership (Instr. 4)

> > (9-02)

Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Following Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(e.g., puts, calls, warrants, options, convertible securities)

TransactionAcquired (A) or

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

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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**

1

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	(Month/Day	(Year)	(Instr. 3 and	4)	Secu (Inst
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	05/15/2012		A	136.76	<u>(1)</u>	<u>(1)</u>	Common stock	136.76	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
PATRICK STEPHEN C ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	X					

Signatures

Jade E. Osorio, Attorney-in-fact 05/16/2012

**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).

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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