

Morris Mary Catherine
Form 5
February 13, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Morris Mary Catherine

(Last) (First) (Middle)

ARROW ELECTRONICS,
INC., 50 MARCUS DRIVE

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ARROW ELECTRONICS INC
[ARW]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP & CSO

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

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 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)
Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	33,112 D	Â
Common Stock	Â	Â	Â	Â	Â	1,918.635 I	Held in the Company's Employee Stock Ownership Plan.

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

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(9-02)

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 40.15	Â	Â	Â	Â Â	02/21/2013 02/21/2022	Common Stock 13,142
Employee Stock Option (right to buy)	\$ 26.9	Â	Â	Â	Â Â	02/28/2006 02/28/2015	Common Stock 2,625
Employee Stock Option (right to buy)	\$ 35.59	Â	Â	Â	Â Â	02/27/2007 02/28/2016	Common Stock 5,250
Employee Stock Option (right to buy)	\$ 38.29	Â	Â	Â	Â Â	02/28/2008 02/28/2017	Common Stock 12,000
Employee Stock Option (right to buy)	\$ 32.61	Â	Â	Â	Â Â	02/28/2009 02/28/2018	Common Stock 13,800
Employee Stock Option	\$ 16.82	Â	Â	Â	Â Â	02/28/2010 02/28/2019	Common Stock 5,847

(right to
buy)

Employee

Stock

Option \$ 28.34 ^

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02/25/2012

02/25/2021

Common
Stock

15,574

(right to
buy)

Employee

Stock

Option \$ 38.69 ^

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^

^

02/24/2012

02/24/2021

Common
Stock

11,461

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Mary Catherine ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	^	^	^ Senior VP & CSO	^

Signatures

Georgette Greenfield,
Attorney-in-fact

02/13/2013

__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) Includes shares subject to the vesting provisions of the Company's Restricted Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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