

REILLY PAUL J

Form 4

March 02, 2010

FORM 4**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
REILLY PAUL J

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2010

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Executive Vice President & CFO

(Street)
MELVILLE, NY 11747

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	03/01/2010		A	2,430	A \$ 0	70,393	D
Common Stock <u>(2)</u>	02/26/2010		A	39,171	A \$ 0	109,564	D
Common Stock <u>(3)</u>	02/26/2010		A	20,065	A \$ 0	129,629	D
Common Stock	02/26/2010		F	6,247	D \$ 28.21	123,382	D
Common Stock						3,595.4	I Held in the Company's

Employee
Stock
Ownership
Plan

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.34	02/25/2010		A		35,775		02/25/2011	02/25/2020	Common Stock	35,775

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REILLY PAUL J ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	Executive Vice President & CFO

Signatures

Jade E. Osorio,
Attorney-in-fact 03/01/2010

**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) 2008 - 2009 LTIP Performance Share Grant [Grant Date: 2/29/2008; Final Award: 2,430 shs]

(2) 2009 LTIP Performance Shares [Grant Date: 2/26/2009; Final Award: 37,463 shs & Grant Date: 7/27/2009; Final Award: 1,708 shs]

(3) 2009 Restricted Share Vest [Grant Date: 2/26/2009; Final Award: 20,065 shs]

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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