MITCHELL WILLIAM

Form 5

February 12, 2007

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

3235-0362

January 31,

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 Ad MITCHELL	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol ARROW ELECTRONICS INC [ARW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ARROW ELINC., 50 M			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	X Director 10% Owner Other (specify below) below) Chairman, President and CEO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			
MELVILLE,	NY 1174	47		_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 3. Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)		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)
Common Stock (1)	04/03/2006	Â	G	11,250	A		38,750	D	Â
Common Stock	04/03/2006	Â	G	11,250	D	\$ <u>(2)</u>	11,950	I	by trust
Common Stock	Â	Â	Â	Â	Â	Â	468.243	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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SEC 2270 (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)		vative rities nired or osed o) r. 3,	6. Date Exerci Expiration Dat (Month/Day/Y	ie e	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)	\$ 12.18	Â	Â	Â	Â	Â	02/03/2004	02/03/2013	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 24.6	Â	Â	Â	Â	Â	02/27/2005	02/27/2014	Common Stock	75,000
Employee Stock Option (right to buy)	\$ 26.9	Â	Â	Â	Â	Â	02/28/2006	02/28/2015	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 35.59	Â	Â	Â	Â	Â	02/27/2007	02/27/2016	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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MITCHELL WILLIAM ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NYÂ 11747

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Signatures

Lori McGregor, Attorney-in-fact 02/12/2007

**Signature of Reporting Person

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.
- (2) These shares were held in a family trust and were transferred to direct ownership on April 3, 2006.

Date

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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