

REILLY PAUL J  
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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2005  
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response... 1.0

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

(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  
☒ Officer (give title below) ☐ Other (specify below)  
Executive Vice President & CFO

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|---------------------------------------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | Â                                       | Â                                                           | Â                                       | Â                                                                          | Â                                                                                                               | 111,159 D                                                            | Â                                                                   |
| Common<br>Stock                       | Â                                       | Â                                                           | Â                                       | Â                                                                          | Â                                                                                                               | 3,788.596 I                                                          | Held in the<br>Company's<br>Employee<br>Stock<br>Ownership<br>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 26,284                                           |
| Employee Stock Option (right to buy)       | \$ 24.6                                                | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 02/27/2005 02/27/2014                                    | Common Stock 10,000                                           |
| Employee Stock Option (right to buy)       | \$ 26.9                                                | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 02/28/2006 02/28/2015                                    | Common Stock 15,000                                           |
| Employee Stock Option (right to buy)       | \$ 35.59                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 02/27/2007 02/27/2016                                    | Common Stock 15,000                                           |
| Employee Stock Option (right to buy)       | \$ 38.29                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 02/28/2008 02/28/2017                                    | Common Stock 18,000                                           |
| Employee Stock Option                      | \$ 32.61                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 03/01/2009 03/01/2018                                    | Common Stock 24,300                                           |

(right to  
buy)

Employee

Stock

Option

\$ 16.82

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02/26/2010

02/26/2019

Common  
Stock

12,088

(right to

buy)

Employee

Stock

Option

\$ 24.6

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^

07/27/2010

07/27/2019

Common  
Stock

2,204

(right to

buy)

Employee

Stock

Option

\$ 28.34

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02/25/2011

02/25/2020

Common  
Stock

35,775

(right to

buy)

Employee

Stock

Option

\$ 38.69

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^

^

02/24/2012

02/24/2021

Common  
Stock

25,468

(right to

buy)

## Reporting Owners

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

## 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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