

BROWN PETER S
Form 4
March 01, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN PETER S

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
(Street)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP & General Counsel

MELVILLE, NY 11747

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	03/01/2010		A		1,474	A	\$ 0
Common Stock ⁽²⁾	02/26/2010		A		22,895	A	\$ 0
Common Stock ⁽³⁾	02/26/2010		A		12,262	A	\$ 0
Common Stock	02/26/2010		F		3,718	D	\$ 28.21
Common Stock					556.66	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	19,676	02/25/2011 02/25/2020	Common Stock 19,676

Reporting Owners

Reporting Owner Name / Address	Relationships
BROWN PETER S ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	Director 10% Owner Officer Other Sr. VP & General Counsel

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: 1,474 shs]

(2) 2009 LTIP Performance Shares [Grant Date: 2/26/2009; Final Award: 22,895 shs]

(3) 2009 Restricted Share Vest [Grant Date: 2/26/2009; Final Award: 12,262 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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