

KAUFMAN STEPHEN P  
Form 5  
February 07, 2003

**FORM 5**

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

OMB APPROVAL

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

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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

Filed By  
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1. Name and Address of Reporting Person* <b>Kaufman, Stephen P.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>Arrow Electronics, Inc. (ARW)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> <input type="checkbox"/> Other (specify below)		
c/o Arrow Electronics, Inc. 50 Marcus Drive  (Street) <b>Melville, NY 11747</b>  (City) (State) (Zip)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>011-32-8589</b>			4. Statement for Month/Year <b>December 2002</b>		
			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
<b>Common Stock<sup>(1)</sup></b>							<b>29,087</b>	<b>I</b>	<b>Held in the Company's Employee Stock Ownership Plan.</b>
<b>Common Stock<sup>(2)</sup></b>							<b>39,275</b>	<b>D</b>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) 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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security	(Month/ Day/ Year)	(Month/ Day/ Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Owned at End of Year (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)
					(A)	(D)						
Employee Benefit Plan Stock Option	19.00						12/9/94	12/9/03	Common Stock	25,000	25,000	D
Employee Benefit Plan Stock Option	20.575						2/22/96	2/22/05	Common Stock	166,666	166,666	D
Employee Benefit Plan Stock Option	21.41						2/22/96	2/22/05	Common Stock	166,667	166,667	D
Employee Benefit Plan Stock Option	22.28						2/22/96	2/22/05	Common Stock	166,667	166,667	D
Employee Benefit Plan Stock Option	20.9375						2/13/97	9/15/05	Common Stock	25,000	25,000	D
Employee Benefit Plan Stock Option	26.0625						12/13/97	9/15/05	Common Stock	50,000	50,000	D
Employee Benefit Plan Stock Option	29.0625						2/25/98	9/15/05	Common Stock	30,000	30,000	D
Employee Benefit Plan Stock Option	32.25						12/18/98	9/15/05	Common Stock	25,000	25,000	D
Employee Benefit Plan Stock Option	15.4375						3/3/00	9/15/05	Common Stock	39,350	39,350	D
Employee Benefit	20.3750						12/15/00	9/15/05	Common Stock	65,000	65,000	D

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Plan Stock Option													
Employee Benefit Plan Stock Option	26.45					2/27/03	9/15/05	Common Stock	17,000		17,000	D	
Employee Benefit Plan Stock Option	20.42					6/17/03	9/15/05	Common Stock	120,000		120,000	D	

Explanation of Responses:

(1) Held in the Company's Employee Stock Ownership Plan. Based on the Employee Stock Ownership Plan Statement of Account as of December 31, 2001.

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

By: /s/ Lori McGregor  
**Attorney-in-fact**

2/7/03  
 Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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