

ARROW ELECTRONICS INC  
 Form 5  
 February 08, 2005

**FORM 5**

**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).  
 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

1. Name and Address of Reporting Person \*  
 MCNALLY BRIAN

(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 for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2004

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)  
 Vice President

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 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 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 Ownership (Instr. 4)          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |   |
| Common Stock (1)                | ^                                    | ^  | ^                              | ^ ^ ^   | 33,800   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 6,534.597  | I  | Held in the Company's Employee Stock Ownership 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)       | \$ 20.9375   | Â                                    | Â  | Â                              | Â   | Â   | 02/13/1997   | 02/13/2006      | Common Stock  | 4,000                      |
| Employee Stock Option (right to buy)       | \$ 26.0625   | Â                                    | Â  | Â                              | Â   | Â   | 12/13/1997   | 12/13/2006      | Common Stock  | 6,000                      |
| Employee Stock Option (right to buy)       | \$ 32.25   | Â                                    | Â  | Â                              | Â   | Â   | 12/18/1998   | 12/18/2007      | Common Stock  | 3,500                      |
| Employee Stock Option (right to buy)       | \$ 15.4375   | Â                                    | Â  | Â                              | Â   | Â   | 03/03/2000   | 03/03/2009      | Common Stock  | 7,500                      |
| Employee Stock Option (right to buy)       | \$ 20.375  | Â                                    | Â  | Â                              | Â   | Â   | 12/15/2000   | 12/15/2009      | Common Stock  | 7,500                      |
| Employee Stock Option                      | \$ 25.85   | Â                                    | Â  | Â                              | Â   | Â   | 02/21/2002   | 02/21/2011      | Common Stock  | 7,500                      |

(right to buy)

Employee

Stock

Option

\$ 26.45

^

^

^

^

^

02/27/2003

02/27/2012

Common Stock

10,000

(right to buy)

Employee

Stock

Option

\$ 13.85

^

^

^

^

^

02/27/2004

02/27/2013

Common Stock

10,000

(right to buy)

Employee

Stock

Option

\$ 24.6

^

^

^

^

^

02/27/2005

02/27/2014

Common Stock

12,000

(right to buy)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| MCNALLY BRIAN<br>ARROW ELECTRONICS, INC.<br>50 MARCUS DRIVE<br>MELVILLE, NY 11747 | ^             | ^         | ^ Vice President | ^     |

## Signatures

Lori McGregor,  
Attorney-in-fact

02/08/2005

\*\*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.

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