KING ROGER

Form 4 February 19, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

> Filed By Romeo and Dye's Section 16 Filer www.section16.net

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Ado			me and Tic tronics, Inc		P	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below)							
(Last) (First) (Middle)				rting tity (ntification Nerson, Person, voluntary)				Number	Mo	4. Statement for Month/Day/Year February 15, 2003		
(Street) Wan Chai, Hong Kong								Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non-Derivative Securities Acquired, I							Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action	2A. Deemed Execution Date,	3. Transaction (Instr. 8	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	oosed of & 5)		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)			7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock									2,000	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)												
2. Conver-	3.	3A.	4.	5. Number of	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.			
sion or	Trans-	Deemed	Trans-	Derivative	and Expiration	of Underlying	Derivative	Derivative	Owner-			
Exercise	action	Execution	action	Securities	Date	Securities	Security	Securities	ship			
Price of	Date	Date,	Code	Acquired (A)	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form			
Derivative		if any		or Disposed of	Year)			Owned	of Deriv-			
Security	(Month/	(Month/	(Instr.	(D)				Following	ative			
	Day/	Day/	8)					Reported	Security:			
	Year)	Year)		(Instr. 3, 4 &				Transaction(s)	Direct			
	sion or Exercise Price of Derivative	2. Conversion or Trans- Exercise action Price of Derivative Security (Month/Day/	2. Conver- 3. 3A. sion or Trans- Deemed Exercise action Execution Price of Date Date, Derivative if any Security (Month/ Day/ Day/	2. Conver- 3. 3A. 4. Sion or Trans- Deemed Trans- Exercise action Execution action Price of Date Date, Code if any Security (Month/ Day/ Month/ Day/ 8)	2. Conver- 3. 3A. 4. 5. Number of Sion or Trans- Deemed Exercise action Date Date, Derivative Security (Month/ Day/ Day/ Normal Date Date) Date Date Date, Code Or Disposed of Month/ (Month/ Day/ Normal Day/ Normal Date) Security (Month/ Day/ Normal Date) Date Date Date Date Date Date Date Date	2. Conver- 3. 3A. 4. 5. Number of some price of Date Date, Derivative Security (Month/ Day/ Day/ Day/ 8) 3A. 4. 5. Number of Derivative and Exercisable and Expiration Securities Date (Month/Day/ or Disposed of Year) 5. Number of Co. Date Exercisable and Expiration Date (Month/Day/ or Disposed of Year)	2. Conver- 3. 3A. 4. Deemed Sion or Trans- action Price of Derivative Security (Month/ Day/ Day/ Day/ Day/ Sion or Date Sion or Trans- action Execution action Date Securities Securities (Month/Day/ Or Disposed of Security (Month/Day/ Security Security (Month/Day/ Security Security Security Security (Month/Day/ Security Securi	2. Conver- 3. 3A. 4. Deemed Sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/ Day/ Day/ Day/ Day/ Day/ Sion or Deemed Acquired (A) (Derivative Security (Month/ Day/ Day/ Security (Month/ Day/ Security Security Security (Acquired (A) (Acquir	2. Conver- 3. 3A. 4. 5. Number of sion or Trans- Exercise action Date Date, Code Derivative Security Derivative Security (Month/ Day/ Day/ Day/ Day/ B) 3A. 5. Number of 6. Date Exercisable and Expiration Derivative Date Securities (Month/Day/ Or Disposed of Security Securities) 4. 5. Number of 6. Date Exercisable and Expiration Derivative Securities Securities (Instr. 3 & 4) 5. Number of Of Underlying Securities Securities Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities (Instr. 3 & 4) 6. Date Exercisable and Expiration Derivative Securities (Instr. 3 & 4)			

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Edgar Filing: KING ROGER - Form 4

	,		I		5)	5)			r]	(Instr. 4)	(D)
				Code	V	(A)	` ′	Exer-cisable	Expira- tion Date		Amount or Number of Shares			or Indirect (I) (Instr. 4)
Non-Employee Directors Plan Stock Option	\$27.8125							5/15/98		Common Stock	15,000		15,000	D
Non-Employee Directors Plan Stock Option	\$27.50							5/14/99		Common Stock	4,000		4,000	D
Non-Employee Directors Plan Stock Option							_	5/14/00		Common Stock	4,000		4,000	D
Non-Employee Directors Plan Stock Option	\$33.6875						 L	5/23/01		Common Stock	4,000		4,000	D
Non-Employee Directors Plan Stock Option	\$26.52						 	5/11/02		Common Stock	4,000		4,000	D
Non-Employee Directors Plan Stock Option	\$26.23						 	5/23/03		Common Stock	4,000		4,000	D
Phantom Stock (2)	1 for 1	2/15/03		A	3	378.79592				Common Stock	378.79592		4359.40924	D

Explanation of Responses:

(1) Right to buy granted under the Arrow Electronics, Inc. Non-Employee Director Company Stock Option Plan.

By: /s/ <u>Lori McGregor</u>
Attorney-in-fact
**Signature of Reporting Person

2/18/03 Date

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

⁽²⁾ Issued under the Arrow Electronics, Inc. 2002 Non-Employee Directors Deferral Plan and settled by issuance of shares of Common Stock following termination of services as a Director, the occurrence of an unforeseeable emergency or a change in control as defined in the Plan.