

REILLY PAUL J
 Form 5
 February 10, 2006

FORM 5

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

OMB APPROVAL

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 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 *
 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 for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

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)
 Sr. VP & 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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----|-----------|--|--|---|
| | | | | (A) | or | (D) Price | | | |
| Common Stock (1) | ^ | ^ | ^ | ^ | ^ | ^ | 35,000 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,018.308 | 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) | \$ 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 | 4,000 |
| 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 (right to buy) | \$ 25.85 | Â | Â | Â | Â | Â | 02/21/2002 | 02/21/2011 | Common Stock | 7,500 |
| Employee Stock Option (right to buy) | \$ 22.5 | Â | Â | Â | Â | Â | 10/08/2002 | 10/08/2011 | Common Stock | 7,500 |
| Employee Stock Option | \$ 26.45 | Â | Â | Â | Â | Â | 02/27/2003 | 02/27/2012 | Common Stock | 10,000 |

(right to buy)

Employee

Stock

Option \$ 13.85 (right to buy)

^

^

^

^

^

02/27/2004 02/27/2013

Common Stock

10,000

Employee

Stock

Option \$ 24.6 (right to buy)

^

^

^

^

^

02/27/2005 02/27/2014

Common Stock

10,000

Employee

Stock

Option \$ 26.9 (right to buy)

^

^

^

^

^

02/28/2006 02/28/2015

Common Stock

15,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| REILLY PAUL J ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747 | ^ | ^ | ^ Sr. VP & CFO | ^ |

Signatures

Lori McGregor
Attorney-in-fact
02/10/2006

**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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