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ARROW ELECTRONICS INC

Form SC 13G/A

February 13, 2003

SCHEDULE 13G

Amendment No. 3  
Arrow Electronics Incorporated  
Common Stock  
Cusip #042735100

Cusip #042735100  
Item 1: Reporting Person - FMR Corp.  
Item 4: Delaware  
Item 5: 204,739  
Item 6: 0  
Item 7: 9,196,226  
Item 8: 0  
Item 9: 9,196,226  
Item 11: 9.205%  
Item 12: HC

Cusip #042735100  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 9,196,226  
Item 8: 0  
Item 9: 9,196,226  
Item 11: 9.205%  
Item 12: IN

Cusip #042735100  
Item 1: Reporting Person - Abigail P. Johnson  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 9,196,226  
Item 8: 0  
Item 9: 9,196,226  
Item 11: 9.205%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

Arrow Electronics Incorporated

Item 1(b). Name of Issuer's Principal Executive Offices:

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25 Hub Drive  
Melville, NY 11747-3509

Item 2(a). Name of Person Filing:

FMR Corp.

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

82 Devonshire Street, Boston,  
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

042735100

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

- (a) Amount Beneficially Owned: 9,196,226
- (b) Percent of Class: 9.205%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 204,739
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of: 9,196,226
  - (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the

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sale of, the Common Stock of Arrow Electronics Incorporated.  
No one person's interest in the Common Stock of Arrow  
Electronics Incorporated is more than five percent of the total  
outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent  
Holding Company.

See attached Exhibit(s) A, B.

Item 8. Identification and Classification of Members of  
the Group.

Not Applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge  
and belief, the securities referred to above were acquired in the  
ordinary course of business and were not acquired for the  
purpose of and do not have the effect of changing or  
influencing the control of the issuer of such securities and  
were not acquired in connection with or as a participant in any  
transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and  
belief, I certify that the information set forth in this Schedule  
13G in connection with FMR Corp.'s beneficial ownership of  
the Common Stock of Arrow Electronics Incorporated at  
December 31, 2002 is true, complete and correct.

February 14, 2003  
Date

/s/Eric D. Roiter  
Signature

Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997 by and on behalf  
of FMR Corp. and its direct and indirect  
subsidiaries

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Pursuant to the instructions in Item 7 of Schedule  
13G, Fidelity Management & Research Company  
("Fidelity"), 82 Devonshire Street, Boston, Massachusetts  
02109, a wholly-owned subsidiary of FMR Corp. and an  
investment adviser registered under Section 203 of the

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Investment Advisers Act of 1940, is the beneficial owner of 8,991,487 shares or 9.000% of the Common Stock outstanding of Arrow Electronics Incorporated ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 8,991,487 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 204,380 shares or 0.205% of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole dispositive power over 204,380 shares and sole power to vote or to direct the voting of 204,380 shares of Common Stock owned by the institutional account(s) as reported above.

Geode Capital Management, LLC, 53 State Street, Boston, Massachusetts 02109, a Delaware limited liability company ("Geode LLC"), is the beneficial owner of 359 shares or 0.000% of the outstanding common stock of the Company. Geode LLC is wholly-owned by Fidelity Investors III Limited Partnership ("FILP III"), a Delaware limited partnership. Geode LLC is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Fidelity Investors Management, LLC ("FIML"), a Delaware limited liability company, is the general partner and investment manager of FILP III, and is an investment manager registered under Section 203 of the Investment Advisers Act of 1940. The managers of Geode LLC, the members of FIML and the limited partners of FILP III are certain shareholders and employees of FMR Corp.

Members of the Edward C. Johnson 3d family are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Mr. Johnson 3d owns 12.0% and Abigail Johnson owns 24.5% of the aggregate outstanding voting stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. and Abigail P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholders' voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting

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agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

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STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on February 14, 2003, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of Arrow Electronics Incorporated at December 31, 2002.

FMR Corp.

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of FMR Corp. and its direct and indirect  
subsidiaries

Edward C. Johnson 3d

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of Edward C. Johnson 3d

Abigail P. Johnson

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of Abigail P. Johnson

Fidelity Management & Research Company

By /s/ Eric D. Roiter  
Eric D. Roiter  
Senior V.P. and General Counsel