

McMahon John Philip  
 Form 4/A  
 May 10, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 McMahon John Philip

2. Issuer Name and Ticker or Trading Symbol  
 ARROW ELECTRONICS INC  
 [ARW]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 ARROW ELECTRONICS, INC., 50  
 MARCUS DRIVE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/02/2011

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr. Vice President

MELVILLE, NY 11747

4. If Amendment, Date Original Filed(Month/Day/Year)  
 05/03/2011

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock <sup>(1)</sup>     | 05/02/2011                           |  | M                              |   |   | 12,894 | A   | \$ 16.82   | 71,406                            | D          |       |
| Common Stock                    | 05/02/2011                           |  | M                              |   |   | 9,525  | A   | \$ 32.61   | 80,931                            | D          |       |
| Common Stock                    | 05/02/2011                           |  | S                              |   |   | 349    | D   | \$ 45.23   | 80,582                            | D          |       |
| Common Stock                    | 05/02/2011                           |  | S                              |   |   | 100    | D   | \$ 45.235  | 80,482                            | D          |       |
| Common Stock                    | 05/02/2011                           |  | S                              |   |   | 1,208  | D   | \$ 45.24   | 79,274                            | D          |       |

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|              |            |   |       |   |           |        |   |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 05/02/2011 | S | 100   | D | \$ 45.248 | 79,174 | D |
| Common Stock | 05/02/2011 | S | 1,217 | D | \$ 45.25  | 77,957 | D |
| Common Stock | 05/02/2011 | S | 100   | D | \$ 45.255 | 77,857 | D |
| Common Stock | 05/02/2011 | S | 1,317 | D | \$ 45.26  | 76,540 | D |
| Common Stock | 05/02/2011 | S | 100   | D | \$ 45.265 | 76,440 | D |
| Common Stock | 05/02/2011 | S | 1,801 | D | \$ 45.27  | 74,639 | D |
| Common Stock | 05/02/2011 | S | 500   | D | \$ 45.275 | 74,139 | D |
| Common Stock | 05/02/2011 | S | 1,474 | D | \$ 45.28  | 72,665 | D |
| Common Stock | 05/02/2011 | S | 649   | D | \$ 45.29  | 72,016 | D |
| Common Stock | 05/02/2011 | S | 100   | D | \$ 45.295 | 71,916 | D |
| Common Stock | 05/02/2011 | S | 300   | D | \$ 45.3   | 71,616 | D |
| Common Stock | 05/02/2011 | S | 300   | D | \$ 45.305 | 71,316 | D |
| Common Stock | 05/02/2011 | S | 1,024 | D | \$ 45.31  | 70,292 | D |
| Common Stock | 05/02/2011 | S | 400   | D | \$ 45.315 | 69,892 | D |
| Common Stock | 05/02/2011 | S | 1,100 | D | \$ 45.32  | 68,792 | D |
| Common Stock | 05/02/2011 | S | 300   | D | \$ 45.325 | 68,492 | D |
| Common Stock | 05/02/2011 | S | 1,900 | D | \$ 45.33  | 66,592 | D |
| Common Stock | 05/02/2011 | S | 1,200 | D | \$ 45.34  | 65,392 | D |
| Common Stock | 05/02/2011 | S | 600   | D | \$ 45.345 | 64,792 | D |
| Common Stock | 05/02/2011 | S | 300   | D | \$ 45.349 | 64,492 | D |
|              | 05/02/2011 | S | 1,700 | D | \$ 45.35  | 62,792 | D |

|              |            |   |       |   |           |        |   |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock |            |   |       |   |           |        |   |
| Common Stock | 05/02/2011 | S | 500   | D | \$ 45.355 | 62,292 | D |
| Common Stock | 05/02/2011 | S | 900   | D | \$ 45.36  | 61,392 | D |
| Common Stock | 05/02/2011 | S | 400   | D | \$ 45.365 | 60,992 | D |
| Common Stock | 05/02/2011 | S | 1,100 | D | \$ 45.37  | 59,892 | D |

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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Arrow Stock Options                        | \$ 16.82   | 05/02/2011                           |  | M                              | 12,894  | 02/26/2010 02/26/2019                                    | Common Stock  | 12,894 |                            |
| Arrow Stock Options                        | \$ 32.61   | 05/02/2011                           |  | M                              | 3,175   | 03/01/2009 03/01/2018                                    | Common Stock  | 9,525  |                            |

## Reporting Owners

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

## Signatures

Jade Osorio,  
Attorney-in-fact

05/10/2011

\_\_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) List of transactions exceed the limit of 30 rows per Table 1. This is page 1 of 3 for Table 1

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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