

Morris Mary Catherine
 Form 5
 February 10, 2012

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
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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 *
 Morris Mary Catherine

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior VP & CSO

ARROW ELECTRONICS, INC., 50 MARCUS DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MELVILLE, NY 11747

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 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⁾	^	^	^	^ ^ ^	44,409	D	^
Common Stock	^	^	^	^ ^ ^	1,826.288	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)	\$ 24.6	Â	Â	Â	Â	Â	02/27/2005	02/27/2014	Common Stock	1,300
Employee Stock Option (right to buy)	\$ 26.9	Â	Â	Â	Â	Â	02/28/2006	02/28/2015	Common Stock	2,625
Employee Stock Option (right to buy)	\$ 35.59	Â	Â	Â	Â	Â	02/27/2007	02/28/2016	Common Stock	5,250
Employee Stock Option (right to buy)	\$ 38.29	Â	Â	Â	Â	Â	02/28/2008	02/28/2017	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 32.61	Â	Â	Â	Â	Â	02/28/2009	02/28/2018	Common Stock	13,800
Employee Stock Option	\$ 16.82	Â	Â	Â	Â	Â	02/28/2010	02/28/2019	Common Stock	17,541

(right to buy)

Employee

Stock

Option	\$ 28.34	^	^	^	^	^	02/25/2012	02/25/2021	Common Stock	15,574
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(right to buy)

Employee

Stock

Option	\$ 38.69	^	^	^	^	^	02/24/2012	02/24/2021	Common Stock	11,461
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(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Mary Catherine ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	^	^	^ Senior VP & CSO	^

Signatures

Jade E. Osorio,
Attorney-in-fact

02/10/2012

**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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.