

Morris Mary Catherine
 Form 5
 February 13, 2013

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 *
 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 for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

___ 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⁾ | ^ | ^ | ^ | ^ ^ ^ | 33,112 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 1,918.635 | 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) | \$ 40.15 | Â | Â | Â | Â | Â | 02/21/2013 | 02/21/2022 | Common Stock | 13,142 |
| 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 | 5,847 |

(right to buy)

Employee

Stock

| | | | | | | | | | | |
|--------|----------|---|---|---|---|---|------------|------------|--------------|--------|
| Option | \$ 28.34 | ^ | ^ | ^ | ^ | ^ | 02/25/2012 | 02/25/2021 | Common Stock | 15,574 |
|--------|----------|---|---|---|---|---|------------|------------|--------------|--------|

(right to buy)

Employee

Stock

| | | | | | | | | | | |
|--------|----------|---|---|---|---|---|------------|------------|--------------|--------|
| Option | \$ 38.69 | ^ | ^ | ^ | ^ | ^ | 02/24/2012 | 02/24/2021 | Common Stock | 11,461 |
|--------|----------|---|---|---|---|---|------------|------------|--------------|--------|

(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

| | |
|---|------------|
| Georgette Greenfield, Attorney-in-fact | 02/13/2013 |
|---|------------|

__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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