Edgar Filing: MILLS KAREN G - Form 4

MILLS KARE Form 4	N G										
November 16, 2	2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									APPROVAL		
Check this box Washington, D.C. 20549								Number:	3235-0287		
if no longer subject to Section 16. Form 4 or	STATEM	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hoi response	ated average len hours per			
Form 5 obligations may continu <i>See</i> Instructi 1(b).	e. Section 17((a) of the	Public U	Jtility Ho	lding Co		nge Act of 1934, t of 1935 or Secti 1940				
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> MILLS KAREN G			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
			ARROW ELECTRONICS INC [ARW]				(Check all applicable)				
(Last)	· · · · · · · · · · · · · · · · · · ·	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2005			X_ Director Officer (giv below)		% Owner ner (specify			
MARCUS DR		INC., 50	11/13/2	2005							
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
MELVILLE, N	NY 11747						Person	More than One K	eporung		
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	eficially ow	ned directly	or indirectly.				
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ontly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owned securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) Disposed of ((Instr. 3, 4, ar 5)	(D)	(Month/Day/	'Year)	(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	11/15/2005		А	315.5569		<u>(1)</u>	(1)	Common Stock	315.5569

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
MILLS KAREN G ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747	Х								
Signatures									
Lori McGregor, Attorney-in-fact	11/16	5/2005							
** Signature of Reporting Person	Da	ate							
Explanation of Deenenees									

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).

Phantom Stock issued under the Arrow Electronics, Inc. 2004 Omnibus Incentive Plan and settled by issuance of Common Stock on a 1
 (1) for 1 basis, following termination of services as a Director, the occurrence of an unforeseeable emergency or a change in control as defined in the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.