

REILLY PAUL J
Form 4
March 03, 2003

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Reilly, Paul J.			Arrow Electronics, Inc. (ARW)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year		
c/o Arrow Electronics, Inc. 25 Hub Drive			129-48-9843				February 27, 2003		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)				7. Individual or Joint/Group Filing (Check Applicable Line)		
Melville, NY 11747							<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	2/27/03		A	9,500			35,000	D	
Common Stock							2,099	I	Held in the Company's Employee Stock Ownership Plan.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Natur
											of Indirec

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Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownership (Instr. 4)
				Code	V		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares				
Employee Benefit Stock Option Plan ⁽²⁾	\$19.00						12/9/94	12/9/03	Common Stock	4,000		4,000	D	
Employee Benefit Stock Option Plan	\$20.9375						2/13/97	2/13/06	Common Stock	6,000		6,000	D	
Employee Benefit Stock Option Plan	\$26.0625						12/13/97	12/13/06	Common Stock	6,000		6,000	D	
Employee Benefit Stock Option Plan	\$32.25						12/18/98	12/18/07	Common Stock	3,500		3,500	D	
Employee Benefit Stock Option Plan	\$15.4375						3/3/00	3/3/09	Common Stock	4,000		4,000	D	
Employee Benefit Stock Option Plan	\$20.3750						12/15/00	12/15/09	Common Stock	7,500		7,500	D	
Employee Benefit Stock Option Plan	\$25.85						2/21/02	2/21/11	Common Stock	7,500		7,500	D	
Employee Benefit Stock Option Plan	\$22.50						10/8/02	10/8/11	Common Stock	7,500		7,500	D	
Employee Benefit Stock Option Plan	\$26.45						2/27/03	2/27/12	Common Stock	10,000		10,000	D	

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Employee Benefit Stock Option Plan	\$13.85	2/27/03		A		10,000	2/27/04	2/27/13	Common Stock	10,000		10,000	D	
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Explanation of Responses:

(1) Award of stock pursuant to the Arrow Electronics, Inc. Restricted Stock Plan.

(2) Right to buy granted under the Arrow Electronics, Inc. Stock Option Plan.

By: /s/ **Lori McGregor**

Attorney-in-fact

**Signature of Reporting Person

2/27/03

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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