

ARROW ELECTRONICS INC  
Form 4  
April 20, 2006

**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 \*  
MITCHELL WILLIAM

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/20/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
MELVILLE, NY 11747

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

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    | 04/20/2006                           |  | M <sup>(1)</sup>               | 15,000 A \$ 12.18   | 33,750  | D  |   |
| Common Stock                    | 04/20/2006                           |  | S <sup>(1)</sup>               | 300 D \$ 36.25  | 33,450  | D  |   |
| Common Stock                    | 04/20/2006                           |  | S <sup>(1)</sup>               | 500 D \$ 36.21  | 32,950  | D  |   |
| Common Stock                    | 04/20/2006                           |  | S <sup>(1)</sup>               | 1,100 D \$ 36.15  | 31,850  | D  |   |
| Common Stock                    | 04/20/2006                           |  | S <sup>(1)</sup>               | 1,500 D \$ 36.14  | 30,350  | D  |   |

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|              |            |                  |       |   |          |         |   |   |
|--------------|------------|------------------|-------|---|----------|---------|---|---|
| Common Stock | 04/20/2006 | S <sup>(1)</sup> | 300   | D | \$ 35.91 | 30,050  | D |   |
| Common Stock | 04/20/2006 | S <sup>(1)</sup> | 2,700 | D | \$ 35.9  | 27,350  | D |   |
| Common Stock | 04/20/2006 | S <sup>(1)</sup> | 1,000 | D | \$ 35.8  | 26,350  | D |   |
| Common Stock | 04/20/2006 | S <sup>(1)</sup> | 3,000 | D | \$ 35.76 | 23,350  | D |   |
| Common Stock | 04/20/2006 | S <sup>(1)</sup> | 1,600 | D | \$ 35.71 | 21,750  | D |   |
| Common Stock | 04/20/2006 | S <sup>(1)</sup> | 3,000 | D | \$ 35.7  | 18,750  | D |   |
| Common Stock |            |                  |       |   |          | 11,950  | I | by trust  |
| Common Stock |            |                  |       |   |          | 468.226 | 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.

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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) | Amount or Number of Share |                           |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                     | Amount or Number of Share |
| Employee Stock Option (right to buy)       | \$ 12.18   | 04/20/2006                           |  | M <sup>(1)</sup>               | 15,000  | 02/03/2004   | 02/03/2013  | Common Stock              | 15,000                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| MITCHELL WILLIAM<br>ARROW ELECTRONICS, INC.<br>50 MARCUS DRIVE<br>MELVILLE, NY 11747 | X             |           | President and CEO |       |

## Signatures

|                                   |            |
|-----------------------------------|------------|
| Lori McGregor<br>Attorney-in-fact | 04/20/2006 |
| **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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8, 2006.

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.