Keeth Martha Frances Form 5 February 10, 2006

FORM 5

OMB APPROVAL

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Keeth Martha Frances Symbol ARROW ELECTRONICS INC (Check all applicable) [ARW] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2005 ARROW ELECTRONICS. INC., Â 50 MARCUS DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MELVILLE, NYÂ 11747 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date 2A. Deemed

(Instr. 3)

Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

A

or (Instr. 3 and 4)
Amount (D) Price

SEC 2270 (9-02)

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

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Persons who respond to the collection of information

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

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

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Common Stock	1,936.1651
Restricted Stock Units	Â	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	3,412.51

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Keeth Martha Frances ARROW ELECTRONICS, INC. 50 MARCUS DRIVE	ÂΧ	Â	Â	Â			
MELVILLE, NY 11747							

Signatures

Lori McGregor, Attorney-in-fact 02/10/2006

**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) Phanton Stock settled by issuance of shares of Common Stock on a one-for-one basis following (i) termination of services as a Director, (ii) the occurrence of an unforeseeable emergency or (iii) a change in control.
- (2) Restricted Stock Units settled by (i) the issuance of shares of Common Stock on a one-for-one basis following termination of services as a Director, or (ii) payment of the fair market value of an equivalent number of shares of common stock following a change of control.

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.

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