

McMahon John Philip
 Form 4/A
 May 10, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

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 *
 McMahon John Philip

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President

MELVILLE, NY 11747

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/04/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 05/02/2011 | | S | 300 | D \$ 45.479 | 38,098 | D |
| Common Stock | 05/02/2011 | | S | 700 | D \$ 45.48 | 37,398 | D |
| Common Stock | 05/02/2011 | | S | 525 | D \$ 45.43 | 36,873 | D |
| Common Stock | 05/02/2011 | | S | 300 | D \$ 45.45 | 36,573 | D |
| Common Stock | 05/02/2011 | | S | 800 | D \$ 45.455 | 35,773 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 05/02/2011 | S | 1,300 | D | \$ 45.46 | 34,473 | D |
| Common Stock | 05/02/2011 | S | 700 | D | \$ 45.47 | 33,773 | D |
| Common Stock | 05/02/2011 | S | 300 | D | \$ 45.475 | 33,473 | D |
| Common Stock | 05/02/2011 | S | 600 | D | \$ 45.48 | 32,873 | D |
| Common Stock | 05/02/2011 | S | 500 | D | \$ 45.485 | 32,373 | D |
| Common Stock | 05/02/2011 | S | 1,200 | D | \$ 45.49 | 31,173 | D |
| Common Stock | 05/02/2011 | S | 1,200 | D | \$ 45.51 | 29,973 | D |
| Common Stock | 05/02/2011 | S | 100 | D | \$ 45.512 | 29,873 | D |
| Common Stock | 05/02/2011 | S | 500 | D | \$ 45.515 | 29,373 | D |
| Common Stock | 05/02/2011 | S | 100 | D | \$ 45.519 | 29,273 | D |
| Common Stock | 05/02/2011 | S | 1,200 | D | \$ 45.52 | 28,073 | D |
| Common Stock | 05/02/2011 | S | 100 | D | \$ 45.525 | 27,973 | D |
| Common Stock | 05/02/2011 | S | 100 | D | \$ 45.53 | 27,873 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|--------|---|---|
| Common Stock | | | | | | 103.21 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|

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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) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur Bene Own Follo Repo Trans (Instr |
|------------------------|---|-------------------------|--------------------|---|------------------|--|------------------------|--|

| | | | | | | | |
|------|---|-----|-----|------|--------------------|-------|--|
| Code | V | (A) | (D) | Date | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McMahon John Philip ARROW ELECTRONICS, INC. 50 MARCUS DRIVE MELVILLE, NY 11747 | | | Sr. Vice President | |

Signatures

| | |
|---------------------------------|------------|
| Jade Osorio, | 05/10/2011 |
| Attorney-in-fact | |
| **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) List of transactions exceed the limit of 30 rows per Table 1. This is page 3 of 3 for Table 1 filed on May 10, 2011.

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.