

KLATELL ROBERT E
Form 4
March 03, 2003

FORM 4

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

OMB APPROVAL

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

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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

Filed By
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1. Name and Address of Reporting Person* Robert E. Klatell (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Arrow Electronics, Inc. (ARW)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Executive Vice President		
c/o Arrow Electronics, Inc. 25 Hub Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 115-38-6937			4. Statement for Month/Day/Year February 27, 2003		
(Street) Melville, New York 11747			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship 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	10,300	A		10,300			55,005	D	
Common Stock										14,542	I	Held in Company's Employee Stock Ownership Plan.
Common Stock ⁽²⁾										600	I	By Self as Custodian for Minor Child

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)

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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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Employee Benefit Stock Option Plan ⁽³⁾	\$19.00								12/9/94	12/9/03	Common Stock	30,000		30,000	D	
Employee Benefit Stock Option Plan	\$17.00								12/15/95	12/15/04	Common Stock	30,000		30,000	D	
Employee Benefit Stock Option Plan	\$20.9375								2/13/97	2/13/06	Common Stock	30,000		30,000	D	
Employee Benefit Stock Option Plan	\$26.0625								12/13/97	12/13/06	Common Stock	30,000		30,000	D	
Employee Benefit Stock Option Plan	\$32.25								12/18/98	12/18/07	Common Stock	15,000		15,000	D	
Employee Benefit Stock Option Plan	\$15.4375								3/3/00	3/3/09	Common Stock	15,000		15,000	D	
Employee Benefit Stock Option Plan	\$20.3750								12/15/00	12/15/09	Common Stock	15,000		15,000	D	
Employee Benefit Stock Option Plan	\$25.85								2/21/02	2/21/11	Common Stock	15,000		15,000	D	
Employee Benefit Stock Option	\$26.45								02/27/03	2/27/12	Common Stock	28,000		28,000	D	

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Plan													
Employee Benefit Stock Option Plan	\$13.85	2/27/03		A	12,500	2/27/04	2/27/13	Common Stock	12,500		12,500	D	

Explanation of Responses:

- (1) Award of stock pursuant to the Arrow Electronics, Inc. Restricted Stock Plan.
- (2) Represents shares held of record by the undersigned as custodian for his minor children - holdings only, no transactions.
- (3) Right to buy under the Arrow Electronics, Inc. Stock Option Plan.

By: /s/ **Lori McGregor** **2/27/03**
Attorney-in-fact Date
 **Signature of Reporting Person

**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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