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ARROW ELECTRONICS INC
Form S-8
November 27, 2002

As filed with the Securities and Exchange Commission on November __, 2002.
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ARROW ELECTRONICS, INC.
(Exact name of issuer as specified in its charter)

New York 11-1806155
(State of Incorporation) (I.R.S. Employer
Identification No.)

25 Hub Drive
Melville, New York 11747
(516) 391-1300
(Address and telephone number of principal executive offices)

Arrow Electronics, Inc. Stock Option Plan
Arrow Electronics, Inc. Restricted Stock Plan
(Full Title of the Plan)

Peter S. Brown, Esq.
Senior Vice President
Arrow Electronics, Inc.
25 Hub Drive
Melville, New York 11747
(516) 391-1300
(Name, address and telephone number of agent for service)

Copies to:
Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, New York 10005
(212) 530-5000
Attention: Howard S. Kelberg, Esq.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price
Common Stock, (\$1.00 par value)	3,400,000 shares (total)	\$14.22	\$48,348,000

(1) This Registration Statement covers 2,600,000 shares of Common Stock issuable upon exercise of options granted pursuant to the Arrow Electronics, Inc. Stock Option Plan and 800,000 shares of Common Stock that may be awarded under the

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Arrow Electronics, Inc. Restricted Stock Plan, in each case, plus any additional shares of Common Stock which will become issuable under such plans by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) Estimated pursuant to Rule 457(h) and Rule 457(c) of the Securities Act of 1933, as amended, solely for the purpose of computing the registration fee, based on the average price of Common Stock on the New York Stock Exchange on November 20, 2002.

STATEMENT UNDER GENERAL INSTRUCTION E - REGISTRATION OF ADDITIONAL SHARES

On February 27, 2002, the Board of Directors of Arrow Electronics, Inc. (the "Company") adopted (i) an amendment and restatement of the Company's Stock Option Plan (the "Stock Option Plan") to, among other things, increase the maximum number of shares of the Company's Common Stock that may be issued pursuant to options awarded under the Company's Stock Option Plan by 2,600,000 to a total of 23,600,000 and (ii) an amendment and restatement of the Company's Restricted Stock Plan (the "Restricted Stock Plan") to, among other things, increase the maximum number of shares of the Company's Common Stock that may be awarded under the Company's Restricted Stock Plan by 800,000 to a total of 4,760,000. The Company's shareholders approved the amendment and restatement of each of the Stock Option Plan and the Restricted Stock Plan at the Company's Annual Meeting of Shareholders held May 23, 2002.

The additional shares to be registered by this Registration Statement are of the same class as those securities covered by the Company's previously filed Registration Statement filed on Form S-8 on February 5, 1998 (Registration No. 333-45631) with respect to the Stock Option Plan and the Restricted Stock Plan (the "Prior Registration Statement"). This Registration Statement on Form S-8 has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 of an additional 2,600,000 shares of Common Stock issuable pursuant to options to be granted under the Stock Option Plan and 800,000 shares of Common Stock that may be awarded under the Restricted Stock Plan, in each case as so amended and restated. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement, made in connection with the Stock Option Plan and the Restricted Stock Plan, respectively, including the periodic reports that the Company filed after the Prior Registration Statement to maintain current information about the Company, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The following exhibits are filed herewith:

Exhibit No.	Description
5	Opinion of Milbank, Tweed, Hadley & McCloy LLP as to the legality of t Common Stock.
23(a)	Consent of Milbank, Tweed, Hadley & McCloy LLP (included in the Opinio hereto).
23(b)	Consent of Ernst & Young LLP, independent auditors.

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- 24 Power of Attorney (set forth on the signature page hereof).
- 99(a) * Arrow Electronics, Inc. Stock Option Plan, as amended and restated eff 2002.
- 99(b) * Arrow Electronics, Inc. Restricted Stock Plan, as amended and restated 2002.

* Incorporated by reference to the Registrant's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 15, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melville and the State of New York, on November 27, 2002

ARROW ELECTRONICS, INC.

By: /s/ Peter S. Brown

Peter S. Brown
Senior Vice President

POWER OF ATTORNEY

Each person whose signature appears below hereby severally constitutes and appoints Stephen P. Kaufman, Daniel W. Duval, Robert E. Klatell, John C. Waddell, and Peter S. Brown, and each of them acting singly, as his or her true and lawful, attorney-in-fact and agent, with full and several power of substitution and resubstitution, to sign for him or her and in his or her name, place and stead in any and all capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all pre-effective and post-effective amendments and supplements to the said Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Registration Statement or amendment thereto has been signed below by the following persons in the capacities and on the date indicated below.

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SIGNATURE	TITLE
<p style="text-align: center;">/s/ Daniel W. Duval ----- Daniel W. Duval</p>	<p>Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)</p>
<p style="text-align: center;">/s/ Robert E. Klatell ----- Robert E. Klatell</p>	<p>Executive Vice President and Director</p>
<p style="text-align: center;">/s/ Paul J. Reilly ----- Paul J. Reilly</p>	<p>Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</p>
<p style="text-align: center;">/s/ Stephen P. Kaufman ----- Stephen P. Kaufman</p>	<p>Director</p>
<p style="text-align: center;">/s/ Carlo Giersch ----- Carlo Giersch</p>	<p>Director</p>
<p style="text-align: center;">/s/ John N. Hanson ----- John N. Hanson</p>	<p>Director</p>
<p style="text-align: center;">/s/ Roger King ----- Roger King</p>	<p>Director</p>
<p style="text-align: center;">/s/ Karen Gordon Mills ----- Karen Gordon Mills</p>	<p>Director</p>
<p style="text-align: center;">/s/ Richard S. Rosenbloom ----- Richard S. Rosenbloom</p>	<p>Director</p>
<p style="text-align: center;">/s/ Barry W. Perry ----- Barry W. Perry</p>	<p>Director</p>
<p style="text-align: center;">/s/ John C. Waddell ----- John C. Waddell</p>	<p>Director</p>

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