

LONG MICHAEL J
Form 4
February 21, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LONG MICHAEL J

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)
C/O ARROW ELECTRONICS,
INC., 9201 EAST DRY CREEK
ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

CENTENNIAL, CO 80112

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

(City) (State) (Zip)

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 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 ⁽¹⁾	02/19/2019		A		18,507	A	\$ 81.05
Common Stock ⁽²⁾	02/20/2019		S		60,252	D	\$ 81.2
							384,760
							324,508

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

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(9-02)

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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)
Employee Stock Option (Right to Buy)	\$ 81.05	02/19/2019		A	66,148	02/19/2020 02/16/2029	Common Stock 66,148

Reporting Owners

Reporting Owner Name / Address	Relationships
LONG MICHAEL J C/O ARROW ELECTRONICS, INC. 9201 EAST DRY CREEK ROAD CENTENNIAL, CO 80112	Director 10% Owner Officer Other X Chairman, President & CEO

Signatures

/s/ Lana Night,
Attorney-in-Fact
02/21/2019
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).

- This award is contingent upon the Company achieving a net income, as adjusted, of greater than zero in the fiscal year of the grant. As a result, it is subject to forfeiture if the Company does not meet that net income amount. This represents a change from the way this type of
- (1) grant was reported in the past. In prior years, the Reporting Person did not file a Form 4 for this type of grant until after the Company attained a net income, as adjusted, of greater than zero. Restricted Stock Units settle on a one-for-one basis, subject to a graded vesting schedule.
- (2) The price reported in column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$81.01 to \$81.69.

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.