WADDELL JOHN C Form 4 March 07, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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1 0					me and Tietronics, In		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)				orting tity (entification g Person, (voluntary)		Mor	tatement for nth/Day/Year rch 7, 2003	10	X Director 10% Owner _ Officer (give title below) Other (specify below)			
(Street) Melville, NY 11747							Date	Amendment, e of Original onth/Day/Year)	(C <u>X</u> Pe	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City	(State)	(Zip)	7	<u> Fabl</u>	e I Non-l	Deriva	tive Secu	ırities Acquired,	Dispose	d of, or Benef	icially Owned		
1. Title of Security (Instr. 3)	action Date	2A. Deemed Execution Date,	3. Trans action C (Instr. 8	Code)	4. Securities or Dispose (Instr. 3, 4	d of (E & 5)))	5. Amount of Securities Beneficially		Direct (D)	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock <u>(1)</u>	3/7/03		S		3,000	D	\$13.99		10,576	D			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

	(c.g., puts, cans, warrants, options, convertible securities)													
1	. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Naturo		
I	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirec		
S	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial		
		Price of	Date	Date,	Code	Derivati	(Medonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownershi		
(Instr. 3)	Derivative		if any		Securition	Y ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
		Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative			
			-	Day/	8)	(A) or				Reported	Security:			
			Year)	Year)		Dispose	d			Transaction(s)	Direct			

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				of (Inst 3, 4 5)	tr.						(D) or Indirect (I) (Instr. 4)		
			Code	_				Expira- tion Date		Amount or Number of Shares			
(2)	\$27.50						5/14/99	5/14/08	Common Stock	4,000	4,000	D	
Non-Employee Directors Plan Stock Option	\$18.125						5/14/00		Common Stock	4,000	4,000	D	
Non-Employee Directors Plan Stock Option	\$33.6875						5/23/01		Common Stock	4,000	4,000	D	
Non-Employee Directors Plan Stock Option	\$26.52						5/11/02		Common Stock	4,000	4,000	D	
Non-Employee Directors Plan Stock Option	\$26.23						5/23/03		Common Stock	4,000	4,000	D	

Explanation of Responses:

- (1) Includes shares held in the reporting person's qualified IRA.
- (2) Right to buy granted under the Arrow Electronics, Inc. Non-Employee Directors Stock Option Plan.

By: /s/ Lori McGregor
Attorney-in-fact

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).