SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Ad Church Ste | | ng Person [*] | 2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2005 | | 3. Issuer Name and Ticker or Trading Symbol <u>AVNET INC</u> [AVT] | | | | | |
|--|---------|---------------------------|---|---------------------------|--|--|---|---|---|--|
| (Last) (First) (Middle) C/O AVNET, INC. 2211 SOUTH 47TH STREET | | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President | | r cify 6. In | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) PHOENIX AZ 85034 | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownersh Form: Direc or Indirect ((Instr. 5) | t (D) (Instr | ure of Indirect Beneficial Ownership 5) | | |
| Common Stock | | | | | 20,515 ⁽²⁾⁽³⁾ | D | | | | |
| Common Stock | | | | | 13,178 | I | By C | hurch Family Trust | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable an Expiration Date (Month/Day/Year) | | Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | Date Exercisable | Expiratio Date | n Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | | |
| Employee Stock Option (right to buy) | | | 09/18/1997 ⁽¹⁾ | 09/17/200 | 6 Common Stock | 36,000 | 24.38 | D | | |
| Employee Stock Option (right to buy) | | | 09/18/1997 ⁽¹⁾ | 09/17/200 | 6 Common Stock | 4,000 | 24.38 | D | | |
| Employee Stock Option (right to buy) | | 09/25/1998 ⁽¹⁾ | 09/24/200 | 7 Common Stock | 40,000 | 31.63 | D | | | |
| Employee Stock Option (right to buy) | | 09/25/1999 ⁽¹⁾ | 09/24/200 | ^B Common Stock | 75,000 | 17.88 | D | | | |
| Employee Stock Option (right to buy) | | 09/24/2000 ⁽¹⁾ | 09/23/200 | 9 Common Stock | 14,000 | 21.5 | D | | | |
| Employee Stock Option (right to buy) | | 09/24/2000 ⁽¹⁾ | 09/23/200 | 9 Common Stock | 31,000 | 21.5 | D | | | |
| Employee Stock Option (right to buy) | | 09/29/2001 ⁽¹⁾ | 09/28/201 | 0 Common Stock | 35,000 | 28.75 | D | | | |
| Employee Stock Option (right to buy) | | 09/27/2002 ⁽¹⁾ | 09/26/201 | 1 Common Stock | 17,500 | 17.5 | D | | | |
| Employee Stock Option (right to buy) | | | 09/20/2003 ⁽¹⁾ | 09/19/201 | 2 Common Stock | 22,500 | 12.95 | D | | |
| Employee Stock Option (right to buy) | | | 09/19/2004 ⁽¹⁾ | 09/18/201 | 3 Common Stock | 30,000 | 18.13 | D | | |
| Employee Stock Option (right to buy) | | | 09/23/2005 ⁽¹⁾ | 09/22/201 | 4 Common Stock | 15,720 | 17.47 | D | | |

Explanation of Responses:

1. The option is exercisable in four equal annual installments beginning on the first anniversary of the date of grant.

2. Includes 10,317 shares as to which the Reporting Person disclaims beneficial ownership for incentive shares alloted but not yet delivered.

3. Includes 10,198 shares acquired under the Avnet, Inc. Employee Stock Purchase Plan.

Remarks:

Jun Li, by power of attorney

** Signature of Reporting Person

12/01/2005

Date

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 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

AVNET, INC.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents that the undersigned hereby makes, constitutes and appoints each of David R. Birk, Ray Sadowski, Neil Taylor and Jun Li, each acting individually, as the undersigned's true and lawful attorneyin-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare and execute Forms 3, 4 and 5 (including any amendments thereto) with respect to the common stock of Avnet, Inc., a New York corporation (the "Company"), and to file the same with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act") and the Sarbanes-Oxley Act of 2002;

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's common stock from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts (including, but not limited to, the filing of Form ID to obtain EDGAR Access Codes) which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(a) any documents prepared and/or executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this power of attorney will be in such form and will contain such information and disclosure as such attorneyin-fact, in his or her discretion, deems necessary or desirable;
(b) this power of attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;
(c) neither the Company nor any of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(d) this power of attorney does not relieve the undersigned fromresponsibility for compliance with the undersigned's obligations under theExchange Act, including without limitation the reporting requirements underSection 16(a) of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-infact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorneyin-fact of, for and on behalf of the undersigned shall lawfully do or cause to be done by virtue of this power of attorney.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the Corporate Secretary of the Company.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 21st day of October, 2005.

/s/ Steven C. Church

Signature

Steven C. Church

Print Name