SEC Form 4

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FORM 4

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

Check this box if no lor	nger subject to
Section 16. Form 4 or I	Form 5
obligations may continu	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] HAMADA RICHARD P			2. Issuer Name and Ticker or Trading Symbol <u>AVNET INC</u> [AVT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) C/O AVNET,	(First) INC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2006	x	Officer (give title below) Senior Vice Presid	Other (specify below)				
2211 SOUTH 47TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Appl					
(Street) PHOENIX	AZ	85034		Line) X	Form filed by One Re Form filed by More th Person					
(City)	(State)	(Zip)			1 0.0011					

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)	Transaction Disposed C Code (Instr. 5)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	08/10/2006		A		19,520 ⁽¹⁾	Α	\$ <mark>0</mark>	33,340 ⁽³⁾	D		
Common Stock								13,108	Ι	By Hamada FamilyTrust	

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. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: 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 Stock Option (right to buy)	\$16.96	08/10/2006		A		39,036		(2)	08/09/2016	Common Stock	39,036	\$0	39,036	D	

Explanation of Responses:

1. Incentive stock grant will vest in five equal installments. The first installment will vest in January 2007, with the balance to vest in four equal annual installments thereafter. The Reporting Person disclaims beneficial ownership of all of these shares.

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

3. The Reporting Person disclaims beneficial ownership of all of these incentive shares that were alloted but not yet delivered.

Remarks:

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Jun	<u> </u>	<u>y power</u>	<u>or unorne</u>	

** Signature of Reporting Person

08/14/2006 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 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).

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.