

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>VALLEE ROY</b>  (Last) (First) (Middle) <b>C/O AVNET, INC.</b> <b>2211 SOUTH 47TH STREET</b>  (Street) <b>PHOENIX AZ 85034</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AVNET INC [ AVT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/20/2003</b>	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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 (A) 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	08/20/2003		M		7,500	A	\$14	22,671	D	
Common Stock	08/20/2003		S		5,500	D	\$15.72	17,171	D	
Common Stock	08/20/2003		S		1,000	D	\$15.71	16,171	D	
Common Stock	08/20/2003		S		1,000	D	\$15.75	15,171	D	
Common Stock	08/21/2003		M		42,500	A	\$14	57,671	D	
Common Stock	08/21/2003		S		10,000	D	\$16.2	47,671	D	
Common Stock	08/21/2003		S		5,000	D	\$16.13	42,671	D	
Common Stock	08/21/2003		S		5,000	D	\$16.14	37,671	D	
Common Stock	08/21/2003		S		5,000	D	\$16.11	32,671	D	
Common Stock	08/21/2003		S		5,000	D	\$16.1	27,671	D	
Common Stock	08/21/2003		S		5,000	D	\$16.08	22,671	D	
Common Stock	08/21/2003		S		5,000	D	\$16.05	17,671	D	
Common Stock	08/21/2003		S		2,500	D	\$15.5	15,171 <sup>(2)</sup>	D	
Common Stock								108,464 <sup>(3)</sup>	I	By Trust

**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 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
Employee Stock Option (right to buy)	\$14	08/20/2003		M			7,500	(1)	09/21/2003	Common Stock	7,500	\$14	42,500	D	
Employee Stock Option (right to buy)	\$14	08/21/2003		M			42,500	(1)	09/21/2003	Common Stock	42,500	\$14	0	D	

**Explanation of Responses:**

- The option vested in four equal installments on September 22, 1994, 1995, 1996 and 1997.
- Includes 7,150 shares as to which the Reporting Person disclaims beneficial ownership.
- Shares held by the Vallee Family Trust, Roy A. Vallee and Cynthia S. Vallee, Trustees.

**Remarks:**

Catherine R. Hardwick, by  
power of attorney.

08/29/2003

\*\* Signature of Reporting Person

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.**

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 Birk, Neil Taylor and Cathy Hardwick, each acting individually, as the undersigned's true and lawful attorney-in-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");

(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 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 attorney-in-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 from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16(a) of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact 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 attorney-in-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 26th day of September, 2002.

/s/ Roy Vallee

Signature

Roy Vallee

Print Name

STATE OF ARIZONA )  
 :  
COUNTY OF MARICOPA )

On the 26th day of September, 2002, Roy Vallee personally appeared before me and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Karen S. Zoppoth

Notary Public

My Commission Expires: 6/14/03 \_\_\_\_\_

SEAL