### SEC Form 4

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# 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

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

1 I. Maine and Address of Reporting Feison			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>AVNET INC</u> [ AVT ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Offricer (give title X Other (specify
(Last) C/O AVNET, I 2211 SOUTH		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2008	below) President of ATS
(Street) PHOENIX (City)	)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)		Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/07/2008		A		8,965	A	\$ <mark>0</mark>	15,156 <sup>(1)(2)</sup>	D	

### 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)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (II	ve es d	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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	3, 4 and (A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Employee Stock Option (right to buy)	\$28.8	08/07/2008		A		22,564		(3)	08/06/2018	Common Stock	22,564	\$0	22,564	D	

**Explanation of Responses:** 

1. Incentive stock grant will vest in five equal installments. The first installment will vest in January 2009, with the balance to vest in four equal annual installments thereafter.

2. Includes 14.353 shares as to which the Reporting Person disclaims beneficial ownership for incentive shares alloted but not yet delivered.

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

**Remarks:** 

#### Jun Li, by power of attorney 08/08/2008 Date

\*\* Signature of Reporting Person

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.

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