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
	16. Form 4 or Form 5
	ions may continue. See
	tion 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

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hours per response: 0.8	Estimated average burden	
	hours per response:	0.5

<u>TOOKER GARY L</u> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <u>AVNET INC</u> [AVT]	(Check	all applicable)	,	
				X	Director	10% Owner	
			3. Date of Earliest Transaction (Month/Day/Year) 07/02/2007		Officer (give title below)	Other (specify below)	
C/O AVNET, INC.							
2211 SOUTH 47TH STREET							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicat Line)			
(Street)				X	Form filed by One Report	ing Person	
PHOENIX	AZ	85034			Form filed by More than C Person	One Reporting	
(City)	(State)	(Zip)					

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 Code (Instr.		4. Securities Acquired Disposed Of (D) (Instr. 5)			Securities	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)

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)			vative rities lired r osed) r. 3, 4	Expiration Date (Month/Day/Year)		te Amount of		8. Price of Derivative Security (Instr. 5)	Owned	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				
Phantom Stock Units	\$0	07/02/2007		A		130		(1)	(1)	Common Stock	130	\$0	12,536	D	

Explanation of Responses:

1. In lieu of cash compensation for service on the Issuer's Board of Directors, the reporting person has elected to receive a portion of the compensation in phantom stock units under the Avnet, Inc. Deferred Compensation Plan for Outside Directors. The units are to be settled 1 for 1 in the Issuer's Common Stock after cessation of membership on the Issuer's Board or upon change in control of the Issuer.

Remarks:

Jun Li, by power of attorney

07/05/2007

** 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.