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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

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| Estimated average burden |     |

|  | ess of Reporting Per |          | 2. Issuer Name and Ticker or Trading Symbol AVNET INC [ AVT ]  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |                          |  |  |  |
|--|----------------------|----------|--|--|--|--------------------------|--|--|--|
| <u>GALLAGHER PHILIP R</u>                  |                      |          |  |  | Director                                       | 10% Owner                |  |  |  |
| (Last) (First) (Middle)<br>C/O AVNET, INC. |                      |          |  | Х  | Officer (give title<br>below)                  | Other (specify<br>below) |  |  |  |
|  |                      | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/29/2013 |  | Senior Vice P                                  | ,                        |  |  |  |
| 2211 SOUTH 47TH STREET                     |                      |          |  |  |  |                          |  |  |  |
|  |                      |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)       | 6. Indiv<br>Line)  | vidual or Joint/Group Filing (Check Applicable |                          |  |  |  |
| (Street)<br>PHOENIX                        | AZ                   | 85034    |  | X  | Form filed by One Rep                          | 0                        |  |  |  |
| ,  |                      |          |  |  | Form filed by More that<br>Person              | an One Reporting         |  |  |  |
| (City)                                     | (State)              | (Zip)    |  |  |  |                          |  |  |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Table 1- Hon-Derivative Securities Acquired, Disposed of, or Derivitiany Owned |  |   |                              |   |   |               |   |   |   |                                    |  |
|--|--|---|------------------------------|---|---|---------------|---|---|---|------------------------------------|--|
| 1. Title of Security (Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                    |  |
|  |  |   | Code                         | v | Amount  | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)                                |   | (1150.4)                           |  |
| Common Stock   | 01/15/2013                                 |   | G                            |   | 5,066   | D             | <b>\$0</b> <sup>(1)</sup>   | 22,443 <sup>(2)</sup>   | D   |                                    |  |
| Common Stock   | 01/15/2013                                 |   | G                            |   | 5,066   | Α             | <b>\$0</b> <sup>(1)</sup>   | 43,833  | Ι   | By<br>Gallagher<br>Family<br>Trust |  |
| Common Stock   | 01/29/2013                                 |   | S                            |   | 5,066   | D             | \$34.92   | <b>38,767</b> <sup>(2)</sup>                                      | Ι   | By<br>Gallagher<br>Family<br>Trust |  |

|   |  |  |   |                              |   |                     |     |  |                    |   |  |   |  |  | 11401  |
|---|--|--|---|------------------------------|---|---------------------|-----|--|--------------------|---|--|---|--|--|--|
|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities) |  |   |                              |   |                     |     |  |                    |   |  |   |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number<br>ion of |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |   | Code                         | v | (A)                 | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

Explanation of Responses:

1. Transfer to Trust.

2. Includes 16,453 shares as to which the Reporting Person disclaims beneficial ownership for incentive share alloted but not yet delivered.

**Remarks:** 

# Michael McCoy, by power of

01/29/2013

\*\* Signature of Reporting Person Date

attorney

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.