SEC Form 4

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FORM 4

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

OMB APPROVAL

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

1. Name and Addre	ess of Reporting Per	son*	2. Issuer Name and Ticker or Trading Symbol <u>AVNET INC</u> [AVT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O AVNET, II	(First) NC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/23/2005	x	Director Officer (give title below) Senior Vice	10% Owner Other (specify below) President			
2211 SOUTH 47TH STREET (Street) PHOENIX AZ 85034 (City) (State) (Zip)		85034 (Zip)	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)	2A. Deemed Execution Date, if any (Month/Day/Year)						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)
Common Stock	09/23/2005		Α		7,660 ⁽¹⁾	Α	\$ <mark>0</mark>	25,400 ⁽³⁾	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. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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)	\$24.78	09/23/2005		A		15,316		(2)	09/22/2015	Common Stock	15,316	\$0	15,316	D	

Explanation of Responses:

1. Incentive stock grant will vest in five equal installments. The first installment will vest in January 2006, 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. Includes 14,556 shares as to which the Reporting Person disclaims beneficial ownership for incentive shares alloted but not yet delivered.

Remarks:

Jun Li, by power of attorney

** Signature of Reporting Person

<u>09/29/2005</u> 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.