

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* <u>Smitham Peter M</u> (Last) (First) (Middle) <u>C/O PERMIRA ADVISORS LIMITED</u> <u>20 SOUTHAMPTON STREET</u> (Street) <u>LONDON X0 WC2E7QH</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVNET INC [AVT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)	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	02/14/2006		S		17,957,367 ⁽¹⁾	D	\$23.16	3,142 ⁽²⁾	I	See footnote ⁽³⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Includes (i) 16,153,797 shares disposed of by Permira Europe II Nominees Limited, a company incorporated in Guernsey ("PE2"), (ii) 1,173,350 shares disposed of by Permira UK Venture IV Nominees Limited, a company incorporated in Guernsey ("VF4") and (iii) 630,220 shares disposed of by SV (Nominees) Limited ("SV"), a company incorporated by Guernsey. The shares disposed of by PE2 include (i) 15,997,914 shares disposed of on behalf of four limited partnerships that comprise the Permira Europe Fund II, and (ii) 155,883 shares disposed of on behalf of the Permira Europe II Co-Investment Scheme. The shares disposed of by VF4 include (i) 1,163,468 shares disposed of on behalf of one trust and two limited partnerships that comprise the Permira UK Venture Fund IV, and (ii) 9,882 shares disposed of on behalf of the Schroder UK Venture Fund IV Co-Investment Scheme.

2. Following the reported transaction, none of the entities discussed in Footnote (1) own any shares. The remaining 3,142 shares are registered to Permira Advisors LLC as noted on Form 4 filed on January 5, 2006.

3. Peter Smitham is a director of Permira (Europe) Limited. Mr. Smitham is also a director of Permira Advisers Limited which is the adviser in relation to Permira Europe II and Permira UK Venture IV. Mr. Smitham is also a participant in the Permira Europe II Co-Investment Scheme and the Schroder UK Venture Fund IV Co-Investment Scheme and a shareholder of Schroder Venture Investments Limited. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Remarks:

Jun Li, by power of attorney 02/14/2006

** 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.

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