

OMB APPROVAL	
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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

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>07/21/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	07/21/2005		J ⁽¹⁾		3,287,915 ⁽²⁾	A	⁽¹⁾	17,957,367 ⁽³⁾	I	See footnote ⁽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. Transaction Code (Instr. 8)		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)
				Code	V	(A)	(D)					

Explanation of Responses:

- Acquired pursuant to the Securities Acquisition Agreement, dated as of April 26, 2005 among Avnet, Inc., the Sellers named therein and Memec Group Holdings Limited.
- Includes (i) 2,957,690 shares acquired by Permira Europe II Nominees Limited, a company incorporated in Guernsey ("PE2"), (ii) 214,835 shares acquired by Permira UK Venture IV Nominees Limited, a company incorporated in Guernsey ("VF4") and (iii) 115,390 shares acquired by SV (Nominees) Limited ("SV"), a company incorporated in Guernsey. The shares acquired by PE2 include (i) 2,929,149 shares acquired on behalf of four limited partnerships that comprise the Permira Europe Fund II, and (ii) 28,541 shares acquired on behalf of the Permira Europe II Co-Investment Scheme. The shares acquired by VF4 include (i) 213,026 shares acquired on behalf of one trust and two limited partnerships that comprise the Permira UK Venture Fund IV, and (ii) 1,809 shares acquired on behalf of the Schroder UK Venture Fund IV Co-Investment Scheme.
- Includes (i) 16,153,797 shares held by PE2, (ii) 1,173,350 shares held by VF4, and (iii) 630,220 shares held by SV. The shares held by PE2 include (i) 15,997,914 shares held on behalf of four limited partnerships that comprise the Permira Europe Fund II and (ii) 155,883 shares held on behalf of the Permira Europe II Co-Investment Scheme. The shares held of record by VF4 include (i) 1,163,468 shares held on behalf of one trust and two limited partnerships that comprise the Permira UK Venture Fund IV and (ii) 9,882 shares held on behalf of the Schroder UK Venture Fund IV Co-Investment Scheme.
- 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 07/22/2005

** 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.