

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 | |
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| | | |
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| 1. Name and Address of Reporting Person* <u>LAWRENCE JAMES A</u> (Last) (First) (Middle) <u>C/O AVNET, INC.</u> <u>2211 SOUTH 47TH STREET</u> (Street) <u>PHOENIX AZ 85034</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 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2007</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 | 02/27/2007 | | M | | 2,000 | A | \$22.5 | 20,249 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 1,028 | D | \$35.49 | 19,221 | D | |
| Common Stock | 02/27/2007 | | M | | 2,000 | A | \$27.63 | 21,221 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 1,557 | D | \$35.49 | 19,664 | D | |
| Common Stock | 02/27/2007 | | M | | 2,000 | A | \$24.5 | 21,664 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 1,381 | D | \$35.49 | 20,283 | D | |
| Common Stock | 02/27/2007 | | M | | 1,950 | A | \$23.55 | 22,233 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 1,294 | D | \$35.49 | 20,939 | D | |
| Common Stock | 02/27/2007 | | M | | 4,600 | A | \$9.6 | 25,539 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 1,244 | D | \$35.49 | 24,295 | D | |
| Common Stock | 02/27/2007 | | M | | 1,575 | A | \$21.25 | 25,870 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 943 | D | \$35.49 | 24,927 | D | |
| Common Stock | 02/27/2007 | | M | | 1,500 | A | \$21.67 | 26,427 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 916 | D | \$35.49 | 25,511 | D | |
| Common Stock | 02/27/2007 | | M | | 2,300 | A | \$18.03 | 27,811 | D | |
| Common Stock ⁽¹⁾ | 02/27/2007 | | F | | 1,169 | D | \$35.49 | 26,642 | 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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Director Stock Option (right to buy) | \$22.5 | 02/27/2007 | | M | | | 2,000 | (2) | 01/28/2009 | Common Stock | 2,000 | \$22.5 | 0 | D |
| Director Stock Option (right to buy) | \$27.63 | 02/27/2007 | | M | | | 2,000 | (3) | 11/21/2009 | Common Stock | 2,000 | \$27.63 | 0 | 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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Director Stock Option (right to buy) | \$24.5 | 02/27/2007 | | M | | | 2,000 | (4) | 11/19/2010 | Common Stock | 2,000 | \$24.5 | 0 | D | |
| Director Stock Option (right to buy) | \$23.55 | 02/27/2007 | | M | | | 1,950 | (5) | 11/28/2011 | Common Stock | 1,950 | \$23.55 | 0 | D | |
| Director Stock Option (right to buy) | \$9.6 | 02/27/2007 | | M | | | 4,600 | (6) | 11/06/2012 | Common Stock | 4,600 | \$9.6 | 0 | D | |
| Director Stock Option (right to buy) | \$21.25 | 02/27/2007 | | M | | | 1,575 | (7) | 11/05/2013 | Common Stock | 1,575 | \$21.25 | 525 | D | |
| Director Stock Option (right to buy) | \$21.67 | 02/27/2007 | | M | | | 1,500 | (8) | 11/06/2013 | Common Stock | 1,500 | \$21.67 | 500 | D | |
| Director Stock Option (right to buy) | \$18.03 | 02/27/2007 | | M | | | 2,300 | (9) | 11/10/2014 | Common Stock | 2,300 | \$18.03 | 2,300 | D | |

Explanation of Responses:

1. Surrender of shares in connection with cashless exercise.
2. The option vested in four annual installments on January 29, 2000, 2001, 2002 and 2003.
3. The option vested in four annual installments on November 22, 2000, 2001, 2002 and 2003.
4. The option vested in four annual installments on November 20, 2001, 2002, 2003 and 2004.
5. The option vested in four annual installments on November 29, 2002, 2003, 2004 and 2005.
6. The option vested in four annual installments on November 7, 2003, 2004, 2005 and 2006.
7. The option vests in four annual installments on November 6, 2004, 2005, 2006 and 2007.
8. The option vests in four annual installments on November 7, 2004, 2005, 2006 and 2007.
9. The option vests in four annual installments on November 11, 2005, 2006, 2007 and 2008.

Remarks:

Jun Li, by power of attorney 02/28/2007

** 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.

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