

Mail Stop 0306

February 10, 2005

VIA U.S. MAIL and FACSIMILE

Raymond Sadowski  
Chief Financial Officer  
Avnet, Inc.  
2211 South 47th Street  
Phoenix, Arizona 85034

RE: Avnet, Inc.  
Form 10-K for the fiscal year ended July 3, 2004  
Filed September 8, 2004  
Forms 8-K dated October 28, 2004 and January 27, 2005  
File No. 001-04224

Dear Mr. Sadowski:

We have reviewed your filings and have the following comments. We have limited our review to only your financial statements and related disclosures and will make no further review of your documents. Where indicated, we think you should revise your filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K for the fiscal year ended July 3, 2004

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1. We refer to your response to comment 5. Please revise future filings to provide your definition of free cash flow. Please also disclose there may be difficulties in comparing your measure to those provided by other companies because the calculations may differ. These disclosures should also be provided in Forms 8-K that include the non-GAAP measure of free cash flow.  
2. As a related matter, the table on page 24 begins with a non-GAAP measure of net income adjusted for "non-cash and other reconciling items." In future filings either revise the table to eliminate the use of the adjusted measure of net income or expand to fully comply with the requirements of Item 10(e) to Regulation S-K.

Forms 8-K dated October 28, 2004 and January 27, 2005

3. We refer to your response to Comment 22. We do not believe that the presentation of a non-GAAP statement of operations is appropriate unless all disclosures required by Item 10(e)(1)(i) of Regulation

S-K  
are included for each separate non-GAAP measure. Please delete  
this  
presentation from all future Forms 8-K.  
As indicated in our previous comment, if you continue to present  
non-  
GAAP information, Item 2.02 of Form 8-K requires that disclosures  
"furnished" include information that complies with the disclosure  
requirements of Item 10(e)(1)(i) of Regulation S-K. Accordingly,  
in  
addition to the reconciliation for each non-GAAP measure, you must  
also provide statements disclosing the reasons why management  
believes presentation of the individual non-GAAP measures provide  
useful information to investors regarding your financial condition  
and results of operations. Those disclosures should be specific  
and  
substantive to each individual measure. Please confirm that you  
will  
revise your Forms 8-K in future periods to provide all of the  
disclosures required by Item 10(e)(1)(i) for each non-GAAP measure  
presented. Provide us with a full sample of your proposed  
disclosure.

\* \* \* \*

As appropriate, please respond to these comments within 10  
business days or tell us when you will provide us with a response.  
Please furnish a cover letter with your response that keys your  
responses to our comments and provides any requested supplemental  
information. Detailed cover letters greatly facilitate our  
review.  
Please file your cover letter on EDGAR. Please understand that we  
may have additional comments after reviewing your responses to our  
comments.

We urge all persons who are responsible for the accuracy and  
adequacy of the disclosure in the filings reviewed by the staff to  
be  
certain that they have provided all information investors require.  
Since the company and its management are in possession of all  
facts  
relating to a company's disclosure, they are responsible for the  
accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please  
provide,  
in writing, a statement from the company acknowledging that

- \* the company is responsible for the adequacy and accuracy of the  
disclosure in the filings;
- \* staff comments or changes to disclosure in response to staff  
comments in the filings reviewed by the staff do not foreclose the  
Commission from taking any action with respect to the filing; and
- \* the company may not assert staff comments as a defense in any  
proceeding initiated by the Commission or any person under the  
federal securities laws of the United States.

In addition, please be advised that the Division of  
Enforcement  
has access to all information you provide to the staff of the  
Division of Corporation Finance in our review of your filing or in  
response to our comments on your filing.

You may contact Kristin Lochhead, Staff Accountant, at (202) 942-  
8972  
or me at (202) 942-2862 if you have any questions. In this  
regard,  
do not hesitate to contact Brian Cascio, Accounting Branch Chief,  
at  
(202) 942-1791.

Sincerely,

Gary Todd  
Reviewing Accountant

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Mr. Sadowski  
Avnet, Inc.  
February 10, 2005  
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