

AVNET INC
Form 4
February 26, 2015

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PHILLIPS STEVEN R

(Last) (First) (Middle)

C/O AVNET, INC., 2211 SOUTH 47TH STREET

(Street)

PHOENIX, AZ 85034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AVNET INC [AVT]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Common Stock	02/25/2015		M	A	\$ 24.41	11,367	D
Common Stock	02/25/2015		S	D	\$ 46.296	11,330	D
Common Stock	02/25/2015		S	D	\$ 46.297	9,130	D
Common Stock	02/25/2015		S	D	\$ 46.3	7,930	D
Common Stock	02/25/2015		M	A	\$ 27.94	10,948	D

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Common Stock	02/25/2015	S	3,018	D	\$ 46.31	7,930 ⁽¹⁾	D	
Common Stock						9,952	I	By Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 24.41	02/25/2015		M	3,437	⁽²⁾ 08/11/2020	Common Stock	3,437	
Employee Stock Option (Right to Buy)	\$ 27.94	02/25/2015		M	3,018	⁽³⁾ 08/10/2021	Common Stock	3,018	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS STEVEN R C/O AVNET, INC. 2211 SOUTH 47TH STREET PHOENIX, AZ 85034			Senior Vice President	

Signatures

/s/ Michael R. McCoy, by power of
attorney

02/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes 7,930 shares as to which the Reporting Person disclaims beneficial ownership for incentive shares allotted but not yet delivered.

(2) The option was exercisable in four equal annual installments beginning August 12, 2011.

(3) The option is exercisable in four equal annual installments beginning August 11, 2012.

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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