

AVNET INC
Form 4
November 13, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
BIRK DAVID 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)
11/09/2006

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)
Snr VP, Secretary Gen. Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/09/2006 | | M | | 60,000 | A | \$ 17.88 |
| Common Stock | 11/09/2006 | | F | | 47,674 | D | \$ 24.81 |
| Common Stock | 11/09/2006 | | M | | 25,000 | A | \$ 17.5 |
| Common Stock | 11/09/2006 | | F | | 19,582 | D | \$ 24.81 |
| Common Stock | 11/09/2006 | | M | | 37,500 | A | \$ 12.95 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------------------------|---|
| Common Stock | 11/09/2006 | F | 24,316 | D | \$ 24.81 | 68,552 | D |
| Common Stock | 11/09/2006 | S | 1,600 | D | \$ 25.01 | 66,952 | D |
| Common Stock | 11/09/2006 | S | 600 | D | \$ 25 | 66,352 | D |
| Common Stock | 11/09/2006 | S | 100 | D | \$ 24.94 | 66,252 | D |
| Common Stock | 11/09/2006 | S | 2,600 | D | \$ 24.9 | 63,652 | D |
| Common Stock | 11/09/2006 | S | 300 | D | \$ 24.88 | 63,352 | D |
| Common Stock | 11/09/2006 | S | 13,300 | D | \$ 24.84 | 50,052 ⁽⁴⁾ ⁽⁵⁾ | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 17.88 | 11/09/2006 | | M | 60,000 | ⁽¹⁾ 09/24/2008 | Common Stock 60,000 |
| Employee Stock Option (right to buy) | \$ 17.5 | 11/09/2006 | | M | 25,000 | ⁽²⁾ 09/26/2011 | Common Stock 25,000 |
| | \$ 12.95 | 11/09/2006 | | M | 37,500 | ⁽³⁾ 09/19/2012 | 37,500 |

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BIRK DAVID R C/O AVNET, INC. 2211 SOUTH 47TH STREET PHOENIX, AZ 85034 | | | Snr VP, Secretary Gen. Counsel | |

Signatures

/s/ David R.
Birk 11/10/2006

**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) The option vested in annual installments on September 25, 1999, 2000, 2001 and 2002.
- (2) The option vested in annual installments on September 27, 2002, 2003, 2004 and 2005.
- (3) The option vested in annual installments on September 20, 2003, 2004, 2005 and 2006.
- (4) Includes 95 shares acquired under the Avnet, Inc. Employee Stock Purchase Plan from August 2006 through October 2006.
- (5) Includes 19,780 shares as to which the Reporting Person disclaims beneficial ownership for incentive shares allotted but not yet delivered.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.