

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

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REPORTING OWNER

NOONAN FRANK R

CIK: **1279796**

Type: **4** | Act: **34** | File No.: **001-04224** | Film No.: **06514616**

Business Address

*2211 SOUTH 47TH STREET
PHOENIX AZ 85034
4806432000*

ISSUER

AVNET INC

CIK: **8858** | IRS No.: **111890605** | State of Incorp.: **NY** | Fiscal Year End: **0703**

SIC: **5065** Electronic parts & equipment, nec

Mailing Address

*2211 SOUTH 47TH STREET
PHOENIX AZ 85034*

Business Address

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PHOENIX AZ 85034
4806432000*

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

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

1. Name and Address of Reporting Person NOONAN FRANK R			2. Issuer Name and Ticker or Trading Symbol AVNET INC [AVT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
C/O AVNET, INC., 2211 SOUTH 47TH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
PHOENIX, AZ 85034								
(City)	(State)	(Zip)						

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			

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Units	\$ 0 ⁽¹⁾	01/03/2006		<u>A</u>		677		⁽¹⁾	⁽¹⁾	Common Stock	677	\$ 0	7,058	D	
Phantom Stock Units	\$ 0 ⁽²⁾	01/03/2006		<u>A</u>		3,142		⁽²⁾	⁽²⁾	Common Stock	3,142	\$ 0	7,735	D	

Explanation of Responses:

- In lieu of cash compensation, the reporting person has elected to receive phantom stock units under the Avnet, Inc. Deferred Compensation Plan for Outside Directors and are to be settled 1 for 1 in the Issuer's Common Stock after cessation of membership on the Issuer's Board or upon change in control of the Issuer.

2. The reporting person has elected to receive the directors' annual stock grant in phantom stock units under the Avnet, Inc. Deferred Compensation Plan for Outside Directors. These units are to be settled 1 for 1 in the Issuer's Common Stock after cessation of membership on the Issuer's Board or upon change in control of the Issuer.

Signatures

Jun Li, by power of attorney

** Signature of Reporting Person

01/05/2006

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.