FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL								
С	MB Number:	3235-028							

Estimated average burden hours per response: 0.5

	Check this box if no longer subject to
١	Section 16. Form 4 or Form 5 obligations may continue. See
J	obligations may continue. See
	Instruction 1(h)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Derivative Conversion Oate Conversion Oate Conversion Oate Security Or Exercise (Month/Day/Year)	1. Name and Address of Reporting Person*  NOONAN FRANK R				2. Issuer Name <b>and</b> Ticker or Trading Symbol AVNET INC [ AVT ]									Relationship theck all app X Direct	,		on(s) to Issuer 10% Owner			
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street) PHOENIX AZ 85034  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)  (A. Deemed Execution Date (E.g., puts, calls, warrants, options, convertible securities)  (B. Drivative Securities Acquired (A) or Disposed of, or Beneficially Owned (B. Drivative)  (B. Drivative Securities Acquired (A) or Disposed of, or Beneficially Owned (B. Drivative)  (B. Drivative Securities Acquired (A) or Disposed of, or Beneficially Owned (B. Drivative)  (B. Drivative Securities)  (B. Price of Derivative Securities Secu					` ' '													specify		
(City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Indirect)  Table II - Derivative Securities	2211 SO	UTH 47TH	STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Securities Acquired (A) or Disposed of, or Beneficially Owned Following (Instr. 3)   5. Number of Date (Month/Day/Year)   5. Number of Date (Month/Day/Year)   7. Title and Amount of Securities (Month/Day/Year)   8. Price of Derivative Securities (Instr. 4)   7. Title and Amount of Securities Securities (Month/Day/Year)   8. Price of Derivative Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities Securities (Instr. 4)   7. Title and Amount of Securities (Instr. 4)   7. Title and Amount of Securities (Instr. 5)   7. Title		X A	Z 8	85034									X Form	Form filed by One Reporting Person Form filed by More than One Reporting						
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported Transaction(S) (Instr. 4)  7. Nature of Indirect (D) or Indirect (I) (Instr. 4)  8. Price of Date (Month/Day/Year)  2. Conversion Or Exercise Price of Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  8. Price of Derivative Securities Derivative Security (Instr. 4)  8. Price of Derivative Security (Instr. 4)  8. Price of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 4)  11. Nature of Disposed of (D) (Instr. 3, 4 and 5)  12. Nature of Disposed of (D) (Instr. 3, 4 and 5)  13. Nature of Disposed of (D) (Instr. 3, 4 and 5)  14. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  15. Amount of Securities Beneficially Owned (Instr. 4)  16. Ownership (Instr. 4)  17. Title and Amount of Securities Underlying Derivative Securities Underlying Reported Transaction(S) (Instr. 4)  19. Number of Disposed of (D) (Instr. 4)  19. Number of Derivative Security (Instr. 5)  10. Ownership (Instr. 4)  11. Nature of Disposed of (D) (Instr. 4)  12. Nature of Disposed of (D) (Instr. 4)  13. Nature of Disposed of (D) (Instr. 4)  14. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 4)  15. Amount of Securities Beneficially Ownership (Instr. 4)  16. Date Exercise Date Date (Instr. 4)  17. Title and Date (Instr. 4)  18. Ownership (Instr. 4)  19. Number of Derivative Security (Instr. 4)  19. Number of Derivative Security (Instr. 4)  19. Number of Deriv	(City)	(St	ate) (	(Zip)																
Date (Month/Day/Year)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
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 (Instr. 3)  1. Title of Derivative Security Securities (Month/Day/Year)  1. Title of Derivative Security Securities Securities Securities Securities Securities Securities Securities Securities Security (Instr. 3)  2. Demed Expericable and Expiration Date (Month/Day/Year)  3. Transaction Date Securities Securities Securities Securities Securities Securities Securities Securities Securities Security (Instr. 3)  3. Transaction Date Securities Securitie	Date			Date	Execution Date pay/Year) if any			e, Transaction Disposed Of (D) (Instr. 3, 4)			nd Securit Benefic Owned	ies cially Following	Form: D (D) or In	irect direct . 4)	of Indirect Beneficial Ownership					
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security Security Security  (Instr. 3)  (Instr. 4)								Code	v /	Amount	t (A) or Pr		Transa	ction(s)						
Derivative Security (Instr. 3)  Price of Derivative Security Securities Security Securities Security Securities Security Securities Security Securities Security Securities Security Securities Security Securities Security Securit																				
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution I	Date, T	te, Transaction Code (Insti		on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date		Amount of Securities Underlying Derivative Secu		f g Security	Derivative Security	derivative Securities Beneficially Owned Following Reported Transaction(	Ow Foi Dir or I (I) (	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Code V (A) (D) Exercisable Date Expiration Of Title Shares						Code V		(A)	(D)				Title	or Number of						
Phantom Stock Units         \$0 <sup>(1)</sup> 11/01/2004         A         169         (1)         (1)         Common Stock         169         \$16.78         1,029         D           Explanation of Responses:	Stock Units					A		169		(1)		(1)		169	\$16.78	1,029		D		

1. The phantom stock units were accrued 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.

## Remarks:

Catherine R. Hardwick, by power of attorney

11/01/2004

\*\* 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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