

AVNET INC
Form POS AM
February 28, 2007

As filed with the Securities and Exchange Commission on February 28, 2007

Registration No. 333-45735

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AVNET, INC.

(Exact Name of Registrant as Specified in Its Charter)

New York
(State or Other
Jurisdiction of
Incorporation or
Organization)

**2211 South 47th Street
Phoenix, Arizona 85034**
(Address of Principal Executive Offices Including Zip Code)

11-1890605
(I.R.S. Employer
Identification No.)

AVNET 1997 STOCK OPTION PLAN
(Full Title of the Plans)

David R. Birk
Senior Vice President, General Counsel and Secretary
Avnet, Inc.

**2211 South 47th Street
Phoenix, Arizona 85034
(480) 643-2000**
(Name and Address of Agent For Service)

(480) 643-2000
(Telephone Number, Including Area Code, of Agent For Service)

EXPLANATORY NOTE

Avnet, Inc. registered 1,000,000 shares of its common stock for issuance under the Avnet, Inc. 1997 Stock Option Plan (the "Plan") pursuant to Registration Statement on Form S-8, File No. 333-45735, filed with the Securities and Exchange Commission on February 6, 1998. This Post-Effective Amendment No. 1 is being filed to deregister 620 shares of Avnet common stock that have not yet been issued under the Plan.

Accordingly, Avnet hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-45735, 620 shares of its common stock that have not been and will not be issued under the Plan.

[SIGNATURES ON THE NEXT PAGE]

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on February 28, 2007.

AVNET, INC.

By: /s/ Raymond Sadowski
Name: Raymond Sadowski
Title: Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed on February 28, 2007, by the following persons in the capacities indicated:

| Signature | Title |
|---------------------------|-------------------------------------------------------------|
| * Roy Vallee | Chairman of the Board, Chief Executive Officer and Director |
| * Eleanor Baum | Director |
| * J. Veronica Biggins | Director |
| * Lawrence W. Clarkson | Director |
| * Ehud Houminer | Director |
| * James A. Lawrence | Director |
| * Frank R. Noonan | Director |
| * Ray M. Robinson | Director |

Signature

*

Director

Title

Gary L. Tooker

*By: /s/ Raymond Sadowski

Raymond Sadowski
Attorney-in-Fact