

ANIXTER INTERNATIONAL INC
 Form 4
 February 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
GRUBBS ROBERT W

2. Issuer Name and Ticker or Trading Symbol
ANIXTER INTERNATIONAL INC [AXE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
4025 HOWARD AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2017

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

WESTERN SPRINGS, IL 60558
 (City) (State) (Zip)

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

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)
Common stock	02/01/2017		M	17,862 A	\$ 54.08 113,544 ⁽¹⁾	D	
Common stock	02/01/2017		S	15,467 D	\$ 83.4956 98,077 ⁽¹⁾ ⁽²⁾	D	
Common stock	02/01/2017		S	1,895 D	\$ 84.3615 96,182 ⁽¹⁾ ⁽³⁾	D	
Common stock	02/01/2017		S	500 D	\$ 85.5 ⁽⁴⁾ 95,682 ⁽¹⁾	D	

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- (4) All shares sold at the price of \$85.50.

This option was previously reported as covering 14,774 shares at an exercise price of \$65.39. The exercise price and number of shares
(5) have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividends paid October 2010, May 2012 and January 2014.

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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