

ANIXTER INTERNATIONAL INC
 Form 4
 July 17, 2008

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 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 *
LETHAM DENNIS J

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP-Finance & CFO

C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD

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

(Street)

GLENVIEW, IL 60026

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/15/2008		M	A	\$ 10.85	135,375 ⁽¹⁾	D
Common Stock	07/15/2008		S ⁽²⁾	D	\$ 55.9437	132,607 ⁽¹⁾	D
Common Stock	07/15/2008		S ⁽²⁾	D	\$ 56.9744	131,707 ⁽¹⁾	D
Common Stock	07/15/2008		M ⁽⁵⁾	A	\$ 17.47	136,457 ⁽¹⁾	D

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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)	8. Amount or Number of Shares
Options to purchase common stock	\$ 10.85	07/15/2008		M	3,668	03/01/2000 03/01/2009	Common stock	3,668
Options to purchase common stock ⁽⁶⁾	\$ 17.47	07/15/2008		M	4,750	02/18/2001 02/18/2010	Common stock	4,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LETHAM DENNIS J C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026			Executive VP-Finance & CFO	

Signatures

Michele Nelson,
attorney-in-fact

07/17/2008

__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) Total Includes 52,504 common stock units.
- (2) These shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) plan dated April 25, 2007.
- (3) This is the weighted average for sale prices ranging from \$55.65 to \$56.58. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold will be provided.
- (4) This is the weighted average for sale prices ranging from \$56.76 to 57.23. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold will be provided.
- (5) These shares covered by this Form 4 have been obtained pursuant to the exercise of an option under a Rule 10b5-1(c) plan dated May 2, 2008.
These options were previously reported as covering 65,000 shares at an exercise price of \$20.4375. The exercise price and totals have
- (6) been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividends paid on March 31, 2004 and October 31, 2005.

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.