#### LETHAM DENNIS J

Form 4 May 18, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LETHAM DENNIS J	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	ANIXTER INTERNATIONAL INC [AXE]	(Check all applicable)			
(Last) (First) (Middle)  C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2010	Director 10% Owner Officer (give title Other (specify below) Executive VP-Finance & CFO			
(Street) GLENVIEW, IL 60026	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owne			

(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. Securion Dispo (Instr. 3,	sed of	` ′	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	05/17/2010		Code V M	Amount 3,300 (1)	(D)	Price \$ 21.54	226,792 (2)	D	
Common Stock	05/17/2010		S	3,300 (1)	D	\$ 52.7417 (3)	223,492 (2)	D	
Common Stock	05/17/2010		M	3,300 (1)	A	\$ 21.54	226,792 (2)	D	
Common Stock	05/17/2010		F	2,126 (4)	D	\$ 52.24	224,666 (2)	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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		
Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative Expiration Date		e	Underlying Securities			
or Exercise		any	Code	Secui	rities	(Month/Day/Year)		(Instr. 3 and 4)	
Price of		(Month/Day/Year)	(Instr. 8)	Acqu	iired				
Derivative				(A) o	r				
Security				Dispo	osed of				
				(D)					
			(Instr. 3, 4,						
			and 5)						
						Date Exercisable	Expiration Date	Title	Amount or Number
			Code V	(A)	(D)	Lacicisable	Date		of Shares
\$ 21.54	05/17/2010		M		6,600	02/14/2002	02/14/2011	Common stock	6,600
	or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security  (Month/Day/Year)	Conversion or Exercise Price of Perivative Security  Execution Date, if any (Month/Day/Year)  Execution Date, if any (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if Or Exercise Price of (Month/Day/Year) (Instr. 8)  Derivative Security  Code V	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Security Execution Date, if any Code Security Execution Date, if Transaction Date Date Date Date Date Date Date Date	Conversion or Exercise any Code Securities Price of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired Derivative Security Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)	Conversion or Exercise Price of Derivative Security  Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable  Code V (A) (D)	Conversion or Exercise Price of Derivative Security  Execution Date, if any Code Securities (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable  Expiration Date (Month/Day/Year)  Date Expiration Exercisable  Date  Code V (A) (D)	Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Code Securities (Month/Day/Year) (Instr. 3 and Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date (Month/Day/Year) (Instr. 3 and Security (Month/Day/Year) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  \$21.54  05/17/2010

# **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**

stock

Michele Nelson, by power of

attorney 05/18/2010

\*\*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) Transaction pursuant to the exercise of an option under a Rule 10b5-1(c) trading plan dated July 30, 2009.
- (2) Total Includes 69,824 common stock units.

**(3)** 

Reporting Owners 2

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This is the weighted average for sale prices ranging from \$52.43 to \$53.16. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.

(4) Number of shares being withheld by issuer for exercise price and tax liabilities triggered when previously granted stock options were exercised.

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.