ANIXTER INTERNATIONAL INC

Form 4

January 10, 2006

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

OMB Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ZELL SAMUEL**

(First)

(Street)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

ANIXTER INTERNATIONAL INC

(Check all applicable)

[AXE] (Middle)

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

01/09/2006

X_ Director Officer (give title

X 10% Owner Other (specify

TWO NORTH RIVERSIDE

PLAZA, SUITE 600

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6.

(Instr. 4)

Person

CHICAGO, IL 60606

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year) 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4)

Common 01/09/2006 Stock

Code V Price Amount (D) M 87,741

 $5,235,858 \stackrel{(1)}{=} D^{(2)}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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. Transactio Code (Instr. 8)	5. Number of tionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock (3)	\$ 16.78	01/09/2006		M		87,741	02/08/1997	02/08/2006	Common Stock	87,741

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their tame, required	Director	10% Owner	Officer	Other		
ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606	X	X				
<u>^'</u> .						

Signatures

John A. Dul, by power of attorney 01/10/2006

**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).
- Total includes 23,461 of common stock units and represents 4,758,322 shares of common stock held by limited liability companies owned indirectly by trusts established for the benefit of Samuel Zell and members of his family. The trustee of each of those trusts is Chai Trust Company, L.L.C. Mr. Zell does not have voting or dispositive power over such shares and disclaims beneficial ownership thereof.
- (2) Refer to Footnote #1 for detailed explanation of ownership.
- (3) These options were previously reported as covering 75,000 shares at an exercise price of \$19.625. The exercise price and totals have 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.

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