

ANIXTER INTERNATIONAL INC
Form 4
March 15, 2011

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 *
FABER TERRANCE

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)

VP-Controller

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)
Common stock	03/14/2011		M	(A) Amount 28,427 (1)	\$ 43.42 68,761 (2)	D	
Common stock	03/14/2011		S	(D) Amount 24,935 (1)	\$ 67.4599 43,836 (2) (3)	D	
Common stock	03/14/2011		S	(D) Amount 3,492 (1)	\$ 68.0735 40,344 (2) (4)	D	
Common stock	03/14/2011		M	(A) Amount 9,680 (1)	\$ 57.18 50,014 (2)	D	

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Common stock	03/14/2011	S	7,680 <u>(1)</u>	D	\$ 67.4377 <u>(5)</u>	42,334 <u>(2)</u>	D
Common stock	03/14/2011	S	2,000 <u>(1)</u>	D	\$ 68.1125 <u>(6)</u>	40,334 <u>(2)</u>	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to purchase common stock <u>(7)</u>	\$ 43.42	03/14/2011		M	28,427	03/01/2010 03/01/2016	Common stock	28,427	
Options to purchase common stock <u>(8)</u>	\$ 57.18	03/14/2011		M	9,680	03/01/2009 03/01/2017	Common stock	9,680	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FABER TERRANCE C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026			VP-Controller	

Signatures

Michele Nelson, by power of
attorney

03/15/2011

__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) The shares covered by this Form 4 have been exercised and sold pursuant to a Rule 10b5-1(c) sales plan dated February 11, 2011.
- (2) Includes 21,026 common stock units.
- (3) This is the weighted average for sale prices ranging from \$67.00 to \$67.99. 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) This is the weighted average for sale prices ranging from \$68.00 to \$68.53. 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.
- (5) This is the weighted average for sale prices ranging from \$67.00 to \$67.93. 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.
- (6) This is the weighted average for sale prices ranging from \$68.00 to \$68.40. 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.
- (7) These options were previously reported as covering 40,000 shares at an exercise price of \$46.29. The exercise price and balance of options have been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividend paid on October 28, 2010.
- (8) These options were previously reported as covering 9,081 shares at an exercise price of \$60.95. The exercise price and balance of options have been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividend paid on October 28, 2010.

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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