

ANIXTER INTERNATIONAL INC

Form 4

March 19, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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)

Senior 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/15/2007		M		3,668	A \$ 14.91	133,848 ⁽¹⁾	D	
Common Stock	03/15/2007		S ⁽²⁾		100	D \$ 63.03	133,748 ⁽¹⁾	D	
Common Stock	03/15/2007		S ⁽²⁾		400	D \$ 63.07	133,348 ⁽¹⁾	D	
Common Stock	03/15/2007		S ⁽²⁾		100	D \$ 63.08	133,248 ⁽¹⁾	D	
Common Stock	03/15/2007		S ⁽²⁾		100	D \$ 63.09	133,148 ⁽¹⁾	D	

Edgar Filing: ANIXTER INTERNATIONAL INC - Form 4

Common Stock	03/15/2007	<u>S</u> (2)	200	D	\$ 63.1	132,948 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	300	D	\$ 63.11	132,648 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	668	D	\$ 63.12	131,980 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	200	D	\$ 63.13	131,780 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.14	131,680 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.15	131,580 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.17	131,480 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.2	131,380 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	200	D	\$ 63.21	131,180 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	200	D	\$ 63.24	130,980 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.25	130,880 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	200	D	\$ 63.28	130,680 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.29	130,580 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.3	130,480 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.31	130,380 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.36	130,280 <u>(1)</u>	D
Common Stock	03/15/2007	<u>S</u> (2)	100	D	\$ 63.42	130,180 <u>(1)</u>	D
Common Stock	03/17/2007	D	2,367 <u>(3)</u>	D	\$ 63.07	127,813 <u>(4)</u>	D

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)

Edgar Filing: ANIXTER INTERNATIONAL INC - Form 4

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 (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	\$ 14.91	03/15/2007		M	3,668	02/18/1999 02/18/2008	Common Stock	3,668

Reporting Owners

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

Signatures

Michele Nelson,
attorney-in-fact 03/19/2007

__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 65,427 common stock units.
- (2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated April 27, 2006.
- (3) Number of shares being withheld by issuer for tax liabilities triggered when previously granted restricted stock units converted to shares of common stock.
- (4) Total includes 59,427 common stock units.

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.