

LETHAM DENNIS J
Form 4
December 17, 2010

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)
C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2010

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

GLENVIEW, IL 60026

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

(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 or Price | | |
| Common Stock | 12/15/2010 | | M | | 3,518 ⁽¹⁾ \$ 20.21 | D | |
| Common Stock | 12/15/2010 | | S | | 3,318 ⁽¹⁾ \$ 58.7764 | D | |
| Common Stock | 12/15/2010 | | S | | 200 ⁽¹⁾ \$ 59.16 | D | |
| Common Stock | 12/15/2010 | | M | | 6,235 ⁽¹⁾ \$ 21 | D | |
| | 12/15/2010 | | S | | | D | |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|-----------------------------|--------------------|---|
| Common Stock | | | 5,235 <u>(1)</u> | | \$ 58.7297 <u>(5)</u> | | |
| Common Stock | 12/15/2010 | S | 1,000 <u>(1)</u> | D | \$ 59.132 <u>(6)</u> | 231,633 <u>(2)</u> | D |
| Common Stock | 12/16/2010 | M | 3,180 <u>(1)</u> | A | \$ 20.21 | 234,813 <u>(2)</u> | D |
| Common Stock | 12/16/2010 | F | 1,912 <u>(7)</u> | D | \$ 59.225 | 232,901 <u>(2)</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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Options to purchase common stock | \$ 20.21 | 12/15/2010 | | M | 3,518 | 02/14/2002 02/14/2011 | Common stock | 3,518 |
| Options to purchase common stock | \$ 21 | 12/15/2010 | | M | 6,235 | 02/21/2003 02/21/2012 | Common stock | 6,235 |
| Options to purchase common stock | \$ 20.21 | 12/16/2010 | | M | 3,180 | 02/14/2002 02/14/2011 | Common stock | 3,180 |

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, by power of attorney

12/17/2010

**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 October 13, 2010.
- (2) Total Includes 69,824 common stock units.
- (3) This is the weighted average for sale prices ranging from \$58.12 to \$59.10. 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) All shares sold at the price of \$59.16.
- (5) This is the weighted average for sale prices ranging from \$58.04 to \$59.00. 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 \$59.09 to 59.17. 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) 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.