

ANIXTER INTERNATIONAL INC
Form 4
March 17, 2006

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)

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

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/15/2006 | | M | 3,332 A \$ 13.25 | 129,229 ⁽¹⁾ | D | |
| Common Stock | 03/15/2006 | | S ⁽²⁾ | 332 D \$ 43.43 | 128,897 ⁽¹⁾ | D | |
| Common Stock | 03/15/2006 | | S ⁽²⁾ | 300 D \$ 43.49 | 128,597 ⁽¹⁾ | D | |
| Common Stock | 03/15/2006 | | S ⁽²⁾ | 500 D \$ 43.5 | 128,097 ⁽¹⁾ | D | |
| Common Stock | 03/15/2006 | | S ⁽²⁾ | 500 D \$ 43.54 | 127,597 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|------------------|-----------------------------|---|----------|------------------------|---|
| Common Stock | 03/15/2006 | S ⁽²⁾ | 200 | D | \$ 43.57 | 127,397 ⁽¹⁾ | D |
| Common Stock | 03/15/2006 | S ⁽²⁾ | 100 | D | \$ 43.7 | 127,297 ⁽¹⁾ | D |
| Common Stock | 03/15/2006 | S ⁽²⁾ | 400 | D | \$ 43.71 | 126,897 ⁽¹⁾ | D |
| Common Stock | 03/15/2006 | S ⁽²⁾ | 500 | D | \$ 43.79 | 126,397 ⁽¹⁾ | D |
| Common Stock | 03/15/2006 | S ⁽²⁾ | 500 | D | \$ 43.99 | 125,897 ⁽¹⁾ | D |
| Common Stock | 03/17/2006 | F | <u>2,367</u> ⁽³⁾ | D | \$ 44.74 | 123,530 ⁽⁴⁾ | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to purchase common stock | \$ 13.25 | 03/15/2006 | | M | 3,332 | 01/17/1998 01/17/2007 | Common stock | 3,332 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | Senior VP-Finance & CFO |

LETHAM DENNIS J
C/O ANIXTER INTERNATIONAL INC.
2301 PATRIOT BLVD
GLENVIEW, IL 60026

Signatures

John A. Dul, by power of
attorney

03/17/2006

__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).
- (1) Total includes 69,479 common stock units.
- (2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated February 9, 2005.
- (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 63,479 common stock units.

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