

GOODWIN WILLIAM M
Form 4
December 15, 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 *
GOODWIN WILLIAM M

2. Issuer Name and Ticker or Trading Symbol
WESCO INTERNATIONAL INC
[WCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
VICE PRESIDENT, OPERATIONS

(Last) (First) (Middle)
225 WEST STATION SQUARE
DRIVE, SUITE 700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2006

PITTSBURGH, PA 15219

(City) (State) (Zip)

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

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		
WESCO International Common Stock	12/13/2006	12/13/2006	M		8,334	A	\$ 31.65	43,586	D
WESCO International Common Stock	12/13/2006	12/13/2006	D		4,139	D	\$ 63.73	39,447	D
WESCO International Common	12/13/2006	12/13/2006	F		1,751	D	\$ 63.73	37,696	D

Stock									
WESCO International Common Stock	12/15/2006	12/15/2006	S	200	D	\$ 62.86	37,496	D	
WESCO International Common Stock	12/15/2006	12/15/2006	S	500	D	\$ 62.84	36,996	D	
WESCO International Common Stock	12/15/2006	12/15/2006	S	300	D	\$ 62.83	36,696	D	
WESCO International Common Stock	12/15/2006	12/15/2006	S	1,000	D	\$ 62.81	35,696	D	
WESCO International Common Stock	12/15/2006	12/15/2006	S	244	D	\$ 62.78	35,452	D	
WESCO International Common Stock	12/15/2006	12/15/2006	S	200	D	\$ 62.77	35,252	D	

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

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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
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			

Stock										
Appreciation Right	\$ 31.65	12/13/2006	12/13/2006	M	8,334	07/01/2006	07/01/2015	Common Stock	8,334	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN WILLIAM M 225 WEST STATION SQUARE DRIVE, SUITE 700 PITTSBURGH, PA 15219			VICE PRESIDENT, OPERATIONS	

Signatures

/s/William M. Goodwin
 12/15/2006

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).

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.