

WESCO INTERNATIONAL INC

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)

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

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

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

(Street)  
**PITTSBURGH, PA 15219**

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	(A) or (D)	Price
WESCO International Common Stock	12/13/2006	12/13/2006	M		10,000	A	\$ 24.02
WESCO International Common Stock	12/13/2006	12/13/2006	D		3,770	D	\$ 63.73
WESCO International Common	12/13/2006	12/13/2006	F		2,601	D	\$ 63.73

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Stock

WESCO International Common Stock	12/15/2006	12/15/2006	S	100	D	\$ 62.93	38,781	D
WESCO International Common Stock	12/15/2006	12/15/2006	S	400	D	\$ 62.92	38,381	D
WESCO International Common Stock	12/15/2006	12/15/2006	S	400	D	\$ 62.91	37,981	D
WESCO International Common Stock	12/15/2006	12/15/2006	S	300	D	\$ 62.9	37,681	D
WESCO International Common Stock	12/15/2006	12/15/2006	S	400	D	\$ 62.88	37,281	D
WESCO International Common Stock	12/15/2006	12/15/2006	S	2,029	D	\$ 62.85	35,252	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 24.02	12/13/2006	12/13/2006	M	10,000	09/29/2006	09/29/2014		10,000

Stock  
Appreciation  
Right

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
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.

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