

WESCO INTERNATIONAL INC  
Form 4  
December 22, 2014

**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 \*  
UTTER LYNN 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

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/22/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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## Edgar Filing: WESCO INTERNATIONAL INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date		Expiration Date	Title	Amount or Number of Shares
					(Month/Day/Year)	(Month/Day/Year)			
Deferred Share Units <sup>(1)</sup>	<u>(2)</u>	12/22/2014	12/22/2014	A	1,055.8488	<u>(2)</u>	<u>(2)</u>	Common Stock	1,055.84

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UTTER LYNN M 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219	X			

### Signatures

/s/ Samantha L. O'Donoghue, 12/22/2014  
Attorney-In-Fact Date

<sup>(1)</sup>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) Deferred Share Units are credited to an account in the reporting person's name maintained by WESCO.
- (2) Each Deferred Share Unit is the economic equivalent of one share of WESCO International common stock. The Deferred Share Unit Account balance becomes eligible for distribution, only in the form of WESCO common stock, upon termination of service as a Director.
- (3) The price is based on the average of the high and low trading prices for WESCO International's common stock as of the first trading day in January of 2014.

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.