

ANIXTER INTERNATIONAL INC
Form 4
March 15, 2011

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 *
FABER TERRANCE

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)
03/14/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP-Controller

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common stock | 03/14/2011 | | M | | 28,427 (1) \$ 43.42 | D | |
| Common stock | 03/14/2011 | | S | | 24,935 (1) \$ 67.4599 (3) | D | |
| Common stock | 03/14/2011 | | S | | 3,492 (1) \$ 68.0735 (4) | D | |
| Common stock | 03/14/2011 | | M | | 9,680 (1) \$ 57.18 | D | |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|-----------------------------|-------------------|---|
| Common stock | 03/14/2011 | S | 7,680 <u>(1)</u> | D | \$ 67.4377 <u>(5)</u> | 42,334 <u>(2)</u> | D |
| Common stock | 03/14/2011 | S | 2,000 <u>(1)</u> | D | \$ 68.1125 <u>(6)</u> | 40,334 <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.

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 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 | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options to purchase common stock <u>(7)</u> | \$ 43.42 | 03/14/2011 | | M | 28,427 | 03/01/2010 03/01/2016 | Common stock | 28,427 | |
| Options to purchase common stock <u>(8)</u> | \$ 57.18 | 03/14/2011 | | M | 9,680 | 03/01/2009 03/01/2017 | Common stock | 9,680 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| FABER TERRANCE C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026 | | | VP-Controller | |

Signatures

Michele Nelson, by power of
attorney

03/15/2011

__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) The shares covered by this Form 4 have been exercised and sold pursuant to a Rule 10b5-1(c) sales plan dated February 11, 2011.
- (2) Includes 21,026 common stock units.
- (3) This is the weighted average for sale prices ranging from \$67.00 to \$67.99. 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) This is the weighted average for sale prices ranging from \$68.00 to \$68.53. 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.
- (5) This is the weighted average for sale prices ranging from \$67.00 to \$67.93. 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 \$68.00 to \$68.40. 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) These options were previously reported as covering 40,000 shares at an exercise price of \$46.29. The exercise price and balance of options have been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividend paid on October 28, 2010.
- (8) These options were previously reported as covering 9,081 shares at an exercise price of \$60.95. The exercise price and balance of options have been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividend paid on October 28, 2010.

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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