

LETHAM DENNIS J
Form 4
March 03, 2005

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)
03/01/2005

___ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock Units	03/01/2005		A	26,000 ⁽¹⁾	A	\$ 0	111,482 ⁽²⁾ D
Common Stock	03/01/2005		M	4,300	A	\$ 18.64	115,782 ⁽²⁾ D
Common Stock	03/01/2005		S ⁽³⁾	300	D	\$ 37.34	115,482 ⁽²⁾ D
Common Stock	03/01/2005		S ⁽³⁾	500	D	\$ 37.35	114,982 ⁽²⁾ D
	03/01/2005		S ⁽³⁾	100	D		114,882 ⁽²⁾ D

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Common Stock					\$ 37.37		
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.41	114,782 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	300	D	\$ 37.43	114,482 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.45	114,382 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.46	1,114,282 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	200	D	\$ 37.47	114,082 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.53	113,982 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	150	D	\$ 37.54	113,832 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.56	113,732 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.57	113,632 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.69	113,532 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.7	113,432 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	650	D	\$ 37.72	112,782 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.73	112,682 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.78	112,582 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	100	D	\$ 37.79	112,482 ⁽²⁾	D
Common Stock	03/01/2005	S ⁽³⁾	1,000	D	\$ 37.8	111,482 ⁽²⁾	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)

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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	\$ 18.64	03/01/2005		M	4,300	02/08/1997 02/08/2006	Common Stock	4,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LETHAM DENNIS J C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026			Senior VP-Finance & CFO	

Signatures

John A. Dul, by power of attorney
 03/03/2005
 **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) Stock units convert to common stock on a 1-for-1 basis at a time determined at the time of the grant.
- (2) Total includes 64,000 common stock units.
- (3) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated May 12, 2004.

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.