ANIXTER INTERNATIONAL INC

Form 4

March 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Middle)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person *

FABER TERRANCE

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

ANIXTER INTERNATIONAL INC

[AXE]

(Check all applicable) Director 10% Owner

VP-Controller

X_ Officer (give title below)

Other (specify

C/O ANIXTER INTERNATIONAL

(Street)

(State)

(First)

INC., 2301 PATRIOT BLVD

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

03/01/2007

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

GLENVIEW, IL 60026

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	, , ,		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/01/2007		D	786 <u>(1)</u>	D	\$ 60.49	13,640 (2)	D	
Common Stock	03/01/2007		A	4,102 (3)	A	\$0	17,742 (4)	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) Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number own 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)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 60.95	03/01/2007		A	9,081 (<u>5)</u>	03/01/2009	03/01/2017	Common stock	9,081

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, attorney-in-fact 03/02/2007

**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) Number of shares being withheld by issuer for tax liabilities triggered when previously granted restricted stock units converted to shares of common stock.
- (2) Total includes 7,833 common stock units.
- (3) Stock units convert to common stock on a 1-for-1 basis on the date they vest. Units vest in thirds beginning on the second anniversary of the grant date.
- (4) Total includes 11,935 common stock units.
- (5) Options vest in thirds beginning with the 2nd anniversary of the grant date and expire on the 10th anniversary of the grant date.

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.

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