

ANIXTER INTERNATIONAL INC

Form 4

December 22, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRUBBS ROBERT W

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)
1665 BROADLAND LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2010

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

LAKE FOREST, IL 60045

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common stock	12/20/2010		M		500 ⁽¹⁾ A \$ 21 179,083 ⁽²⁾	D	
Common stock	12/20/2010		S		500 ⁽¹⁾ D \$ 60 ⁽³⁾ 178,583 ⁽²⁾	D	
Common stock	12/21/2010		M		42,140 ⁽¹⁾ A \$ 21 220,723 ⁽²⁾	D	
Common stock	12/21/2010		S		42,140 ⁽¹⁾ D \$ 60 ⁽³⁾ 178,583 ⁽²⁾	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase common stock ⁽⁴⁾	\$ 21	12/20/2010		M	500	02/21/2003 02/21/2012	Common stock 500
Options to purchase common stock	\$ 21	12/21/2010		M	42,140	02/21/2003 02/21/2012	Common stock 42,140

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRUBBS ROBERT W 1665 BROADLAND LANE LAKE FOREST, IL 60045	X

Signatures

Michele Nelson, by power of attorney

12/22/2010

__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 October 13, 2010.

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- (2) Includes 14,797 common stock units.
- (3) All shares sold at the price of \$60.00.

These options were previously reported as covering 200,000 shares at an exercise price of \$26.20. The exercise price and totals have been

- (4) adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividends paid on March 31, 2004, October 31, 2005 and 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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