

ANIXTER INTERNATIONAL INC

Form 4

March 15, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FABER TERRANCE

(Last) (First) (Middle)

C/O ANIXTER INTERNATIONAL
INC., 2301 PATRIOT BLVD

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ANIXTER INTERNATIONAL INC
[AXE]

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

03/14/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common stock	03/14/2011		M	Amount 28,427 (1)	(A) or (D) A \$ 43.42	68,761 (2)	D
Common stock	03/14/2011		S	24,935 (1)	\$ 67.4599 (3)	43,836 (2)	D
Common stock	03/14/2011		S	3,492 (1)	\$ 68.0735 (4)	40,344 (2)	D
Common stock	03/14/2011		M	9,680 (1)	A \$ 57.18	50,014 (2)	D

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Common stock	03/14/2011	S	7,680 (1)	D	\$ 67.4377 (5)	42,334 (2)	D
Common stock	03/14/2011	S	2,000 (1)	D	\$ 68.1125 (6)	40,334 (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 ⁽⁷⁾	\$ 43.42	03/14/2011		M		28,427		03/01/2010	03/01/2016	Common stock	28,427
Options to purchase common stock ⁽⁸⁾	\$ 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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