#### ANIXTER INTERNATIONAL INC

Form 4

March 05, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

0.5

Expires:

Estimated average burden hours per

response...

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

may continue.

See Instruction

Check this box

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **FABER TERRANCE** Issuer Symbol ANIXTER INTERNATIONAL INC (Check all applicable) [AXE] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O ANIXTER INTERNATIONAL 03/01/2012 VP-Controller INC., 2301 PATRIOT BLVD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting GLENVIEW, IL 60026

(City)	(State)	(Zip) Table	e I - Non-D	<b>Derivative</b>	Secur	ities Acqu	ired, 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)	on(A) or Di	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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)
Common stock	03/01/2012		S	1,200 (1)	D		35,534 <u>(3)</u>	D	
Common stock	03/01/2012		F	2,660 (4)	D	\$ 69.855	32,874 <u>(5)</u>	D	
Common stock units	03/01/2012		A	3,602 (6)	A	\$0	36,476 <u>(7)</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 **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit.	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code	V (A) (D)				Shares		
					( ) ( )						

## **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 03/05/2012

\*\*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 sale of these shares have been sold pursuant to a Rule 10b5-1(c) sales plan dated November 4, 2011.
- (2) All shares sold at the price of \$70.00.
- (3) Includes 21,026 common stock units.
- (4) Number of shares being withheld by issuer for tax liabilities triggered when previously granted restricted stock units converted to shares of common stock.
- (5) Includes 12,572 common stock units.
- (6) 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.
- (7) Includes 16,174 common stock units.

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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