

ANIXTER INTERNATIONAL INC

Form 4

July 18, 2006

**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 \*  
**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)  
**C/O ANIXTER INTERNATIONAL  
INC., 2301 PATRIOT BLVD**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/17/2006**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior VP-Finance & CFO**

(Street)  
**GLENVIEW, IL 60026**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/17/2006		M		3,668	A	\$ 14.91	127,198 <sup>(1)</sup>	D
Common Stock	07/17/2006		S <sup>(2)</sup>		168	D	\$ 45.36	127,030 <sup>(1)</sup>	D
Common Stock	07/17/2006		S <sup>(2)</sup>		100	D	\$ 45.39	126,930 <sup>(1)</sup>	D
Common Stock	07/17/2006		S <sup>(2)</sup>		100	D	\$ 45.42	126,830 <sup>(1)</sup>	D
Common Stock	07/17/2006		S <sup>(2)</sup>		100	D	\$ 45.44	126,730 <sup>(1)</sup>	D

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Common Stock	07/17/2006	S <sup>(2)</sup>	500	D	\$ 45.45	126,230 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	200	D	\$ 45.46	126,030 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	800	D	\$ 45.47	125,230 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	500	D	\$ 45.48	124,730 <sup>(1)</sup>	D
Common Stock	07/17/2006	S/K <sup>(2)</sup>	100	D	\$ 45.49	124,630 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	100	D	\$ 45.51	124,530 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	200	D	\$ 45.53	124,330 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	200	D	\$ 45.54	124,130 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	200	D	\$ 45.57	123,930 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	100	D	\$ 45.58	123,830 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	100	D	\$ 45.6	123,730 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	100	D	\$ 45.61	123,630 <sup>(1)</sup>	D
Common Stock	07/17/2006	S <sup>(2)</sup>	100	D	\$ 45.65	123,530 <sup>(1)</sup>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	8. D S (
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Options to purchase common stock <sup>(3)</sup>	\$ 14.91	07/17/2006	M		3,668	02/18/1999	02/18/2008	Common Stock
								3,668

## 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  
07/18/2006  
\_\_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) Total includes 63,479 common stock units.  
 (2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated April 27, 2006.

- This option was previously reported as covering 50,000 shares at an exercise price of \$17.4375. The exercise price and totals have been  
 (3) adjusted pursuant to an anti-dilution provisions triggered by an extraordinary cash dividends paid on March 31, 2004 and October 31, 2005.

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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