

ANIXTER INTERNATIONAL INC

Form 4

May 04, 2005

**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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/02/2005**

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**GLENVIEW, IL 60026**

(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                    | 05/02/2005                           |                                                    | M                              |                                                                   | 4,300  | A \$ 18.64       | 114,015 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/02/2005                           |                                                    | S <sup>(2)</sup>               |                                                                   | 50     | D \$ 36.82       | 113,965 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/02/2005                           |                                                    | S <sup>(2)</sup>               |                                                                   | 1,500  | D \$ 37.04       | 112,465 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/02/2005                           |                                                    | S <sup>(2)</sup>               |                                                                   | 600    | D \$ 37.05       | 111,865 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/02/2005                           |                                                    | S <sup>(2)</sup>               |                                                                   | 100    | D \$ 37.61       | 111,765 <sup>(1)</sup>                                                                        | D                                                        |                                                       |

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|              |            |                  |     |   |          |                        |   |
|--------------|------------|------------------|-----|---|----------|------------------------|---|
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 100 | D | \$ 37.67 | 111,665 <sup>(1)</sup> | D |
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 300 | D | \$ 37.68 | 111,365 <sup>(1)</sup> | D |
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 300 | D | \$ 37.69 | 111,065 <sup>(1)</sup> | D |
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 200 | D | \$ 37.7  | 110,865 <sup>(1)</sup> | D |
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 250 | D | \$ 37.71 | 110,615 <sup>(1)</sup> | D |
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 100 | D | \$ 37.72 | 110,515 <sup>(1)</sup> | D |
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 300 | D | \$ 37.74 | 110,215 <sup>(1)</sup> | D |
| Common Stock | 05/02/2005 | S <sup>(2)</sup> | 500 | D | \$ 37.76 | 109,715 <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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Options<br>to<br>purchase<br>Common<br>Stock        | \$ 18.64                                                           | 05/02/2005                              |                                                             | M                                    | 4,300                                                                                                           | 02/08/1997 02/08/2006                                          | Common<br>Stock                                                     | 4,300                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                         |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                 | Other |
| LETHAM DENNIS J<br>C/O ANIXTER INTERNATIONAL INC.<br>2301 PATRIOT BLVD<br>GLENVIEW, IL 60026 |               |           | Senior VP-Finance & CFO |       |

## Signatures

John A. Dul, by power of  
attorney

05/04/2005

\_\_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 58,000 common stock units.

(2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated May 12, 2004.

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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