

LETHAM DENNIS J
Form 4
October 18, 2005

FORM 4

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

OMB APPROVAL

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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

(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)
10/17/2005

___ Director ___ 10% Owner
 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)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/17/2005		M	V	3,332 A \$ 13.25	113,047 ⁽¹⁾	D
Common Stock	10/17/2005		S ⁽²⁾		100 D \$ 35.05	112,947 ⁽¹⁾	D
Common Stock	10/17/2005		S ⁽²⁾		100 D \$ 35.1	112,847 ⁽¹⁾	D
Common Stock	10/17/2005		S ⁽²⁾		100 D \$ 35.12	112,747 ⁽¹⁾	D
Common Stock	10/17/2005		S ⁽²⁾		400 D \$ 35.15	112,347 ⁽¹⁾	D

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Common Stock	10/17/2005	S ⁽²⁾	200	D	\$ 35.17	112,147 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	200	D	\$ 35.19	111,947 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	100	D	\$ 35.22	111,847 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	100	D	\$ 35.25	111,747 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	200	D	\$ 35.31	111,547 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	332	D	\$ 35.44	111,215 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	200	D	\$ 35.45	111,015 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	600	D	\$ 35.48	110,415 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	500	D	\$ 35.51	109,915 ⁽¹⁾	D
Common Stock	10/17/2005	S ⁽²⁾	200	D	\$ 35.53	109,715 ⁽¹⁾	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)	8. Amount or Number of Shares
Options to purchase	\$ 13.25	10/17/2005		M	3,332	01/17/1997 01/17/2007	Common Stock	3,332

common
stock ⁽³⁾

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

10/18/2005

 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 46,960 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 9, 2005.
These options were previously reported as covering 45,000 shares at an exercise price of \$15.50. The exercise price and totals have been
- (3) adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividends paid on March 31, 2004 and to be paid 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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