

ANIXTER INTERNATIONAL INC

Form 4

July 18, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 J2. 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)☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Senior VP-Finance &amp; 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/15/2005		M		3,000	A	\$ 14.72
Common Stock	07/15/2005		S <sup>(2)</sup>		500	D	\$ 36.62
Common Stock	07/15/2005		S <sup>(2)</sup>		400	D	\$ 36.68
Common Stock	07/15/2005		S <sup>(2)</sup>		500	D	\$ 36.7
Common Stock	07/15/2005		S <sup>(2)</sup>		600	D	\$ 36.71

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Common Stock	07/15/2005	S <sup>(2)</sup>	200	D	\$ 36.72	110,515 <sup>(1)</sup>	D
Common Stock	07/15/2005	S <sup>(2)</sup>	100	D	\$ 36.8	110,415 <sup>(1)</sup>	D
Common Stock	07/15/2005	S <sup>(2)</sup>	200	D	\$ 36.82	110,215 <sup>(1)</sup>	D
Common Stock	07/15/2005	S <sup>(2)</sup>	500	D	\$ 36.83	109,715 <sup>(1)</sup>	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 (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 Common Stock <sup>(3)</sup>	\$ 14.72	07/15/2005		M	3,000	01/17/1997 01/17/2007	Common Stock	3,000

## Reporting Owners

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

## Signatures

John A. Dul, by power of  
attorney

07/18/2005

\_\_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 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 9, 2005.
- (3) This option was previously reported as covering 45,000 shares at an exercise price of \$15.50. The exercise price and totals have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividend paid on March 31, 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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