

ANIXTER INTERNATIONAL INC

Form 424B3

June 18, 2004

PROSPECTUS SUPPLEMENT No. 4**\$378,135,000****Anixter International Inc.****Liquid Yield Option Notes Due 2033****(Zero Coupon Senior)****and****Common Stock Issuable Upon****Conversion of the LYONs**

This prospectus supplement supplements the prospectus dated October 8, 2003 of Anixter International Inc., as supplemented November 21, 2003, January 24, 2004 and April 19, 2004 relating to the sale by certain of our securityholders (including their pledgees, donees, transferees or other successors) of up to \$378,135,000 principal amount at maturity of LYONs and up to 5,126,905 shares of common stock to be issued upon conversion of the LYONs. The shares to be issued reflects an adjustment in the LYONs conversion ratio from 12.8773 shares of common stock to 13.5584 shares of common stock per \$1,000 principal amount at maturity of LYONs, as the result of the payment of an extraordinary dividend. All previously disclosed amounts of common stock issuable upon conversion of LYONs shall be deemed to be recalculated pursuant to this updated conversion ratio. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The table of Selling Securityholders contained in the prospectus is hereby amended to add the entities who are named below as Selling Securityholders.

Name of Selling Securityholder	Aggregate Principal Amount of LYONs at Maturity That May Be Sold	Percentage of LYONs Outstanding	Number of Shares of Common Stock That May Be Sold	Percentage of Common Stock Outstanding
National Benefit Life Insurance Company	\$ 142,000	*	1,925	*
Primerica Life Insurance Company	1,397,000	*	18,941	*
The Travelers Indemnity Company	2,681,000	*	36,350	*
The Travelers Insurance Company Life	9,847,000	2.60	133,509	*
The Travelers Insurance Company Separate Account TLAC	279,000	*	3,782	*
The Travelers Life and Annuity Company	719,000	*	9,748	*
The Standard Fire Insurance Company	2,681,000	*	36,350	*
Travelers Casualty Insurance Company of America	3,554,000	*	48,186	*
Travelers Series Trust Convertible Bond Portfolio	3,150,000	*	42,708	*
Travelers Series Trust Convertible Bond Portfolio	1,400,000	*	18,981	*
UBS Securities LLC	4,200,000	1.11	56,945	*
Zurich Institutional Benchmarks Management Fund c/o Quattro Fund	675,000	*	9,151	*

* Less than 1%

Investing in the LYONs or the common stock involves risks described in the **Risk Factors** section beginning on page 6 of the prospectus.

Edgar Filing: ANIXTER INTERNATIONAL INC - Form 424B3

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Trademark of Merrill Lynch & Co.

The date of this prospectus supplement is June 18, 2004