### Edgar Filing: ANIXTER INTERNATIONAL INC - Form 4

Form 4	NTERNATIONA	L INC									
Check this box if no longer subject to Section 16. Form 4 or				JRITIES AND EXCHANGE CC ashington, D.C. 20549 NGES IN BENEFICIAL OWNI SECURITIES					OMB APPROVAL OMB 3235-02 Number: January Expires: 20 Estimated average burden hours per response		
Form 5 obligation may cont See Instru 1(b).	ns Section 17(a	a) of the l	Public U	tility Hol	) of the Securities Exchange Act of 1934, y Holding Company Act of 1935 or Section stment Company Act of 1940						
(Print or Type I	Responses)										
FABER TERRANCE Symbol				r Name <b>and</b> Ticker or Trading ER INTERNATIONAL INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D C/O ANIXTER INTERNATIONAL 03/01/20 INC., 2301 PATRIOT BLVD				-				Director 10% Owner X_Officer (give title Other (specify below) VP-Controller			
Filed(Mon				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
GLENVIEV		(7:)						Person			
(City)		(Zip)					-	uired, Disposed of		-	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common stock	03/01/2009			Code V D	Amount 1,439 (1)	or (D) D	Price \$ 29.41	(Instr. 3 and 4) 18,986 (2)	D		
Common stock units	03/01/2009			А	15,301 (3)	А	\$0	34,287 <u>(4)</u>	D		

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

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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FABER TERRANCE C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026			VP-Controller			
Signatures						
Michala Nalson by nowar of						

# Michele Nelson, by power of<br/>attorney03/02/2009

\*\*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) Number of shares being withheld by issuer for tax liabilities triggered when previously granted restricted stock units converted to shares of common stock.
- (2) Includes 6,941 common stock units.
- (3) Stock units convert to common stock on a 1-for-1 basis on the date they vest. Units vest in thirds beginning on the second anniversary of the grant date.
- (4) Includes 22,242 common stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.