ANIXTER INTERNATIONAL INC

Form 4

September 17, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

FABER TERRANCE

2. Issuer Name and Ticker or Trading

Symbol

Issuer

ANIXTER INTERNATIONAL INC [AXE]

3. Date of Earliest Transaction

09/16/2009

(Month/Day/Year)

Director X_ Officer (give title

Other (specify

10% Owner

C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD

(Street)

(State)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP-Controller

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

GLENVIEW, IL 60026

(City)	(State)	Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			ties A sed of 4 and	` ′	5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(
Common stock	09/16/2009		M	5,381	A	\$ 21.54	39,668 (1)	D	
Common stock	09/16/2009		S(2)	5,381	D	\$ 40.0002 (3)	34,287 (1)	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. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock (4)	\$ 21.54	09/16/2009		M	5,381	02/14/2002	02/14/2011	Common stock	5,381

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

Michele Nelson, by power of

attorney 09/17/2009

**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) Includes 22,242 common stock units.
- (2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated July 30, 2009.
- (3) This is the weighted average for sale prices ranging from \$40.00 to \$40.01. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (4) These options were previously reported as covering 5,000 shares at an exercise price of \$25.20. The exercise price and totals have been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividends paid on March 31, 2004 and 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. 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.

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