

ANIXTER INTERNATIONAL INC
 Form 4
 March 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Standish William

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)
 2301 PATRIOT BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP - Operations

GLENVIEW, IL 60026

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common stock	03/05/2014		M	996 ⁽¹⁾ A \$ 50.42	79,307 ⁽²⁾	D	
Common stock	03/05/2014		S	996 ⁽¹⁾ D \$ 107.02 ⁽³⁾	78,311 ⁽²⁾	D	
Common stock	03/05/2014		S	1,000 ⁽⁴⁾ D \$ 106.5866 ⁽⁵⁾	77,311 ⁽²⁾	D	
Common stock units	03/06/2014		A	4,440 ⁽⁶⁾ A \$ 0	81,751 ⁽⁷⁾	D	

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

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SEC 1474
(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 common stock	\$ 50.42	03/05/2014		M	996	03/01/2011 03/01/2017	Common stock	996

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Standish William 2301 PATRIOT BLVD. GLENVIEW, IL 60026			Executive VP - Operations	

Signatures

Michele Nelson, by Power of Attorney
03/07/2014

__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) The shares covered in this transaction have been exercised and sold pursuant to a Rule 10b5-1(c) sales plan dated November 4, 2013.
- (2) Includes 13,021 common stock units.
- (3) All shares sold at the price of \$107.02.
- (4) The shares covered on this transaction have been sold pursuant to a Rule 10b5-1(c) sales plan dated April 24, 2013.

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- (5) This is the weighted average for sale prices ranging from \$106.21 to \$106.87. 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.
- (6) 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.
- (7) Includes 17,461 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.

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