

WESCO INTERNATIONAL INC

Form 4

February 18, 2016

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ENGEL JOHN

2. Issuer Name **and** Ticker or Trading  
Symbol  
WESCO INTERNATIONAL INC  
[WCC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
225 WEST STATION SQUARE  
DRIVE, SUITE 700

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2016

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chairman, President & CEO

(Street)  
PITTSBURGH, PA 15219

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

**Persons who respond to the collection of  
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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>Underlying Security |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|

# Edgar Filing: WESCO INTERNATIONAL INC - Form 4

| Security<br>(Instr. 3)          | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |                 |                           |
|---------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|-----------------|---------------------------|
|                                 |                                                   |                         | Code               | V                                                                           | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Share |
| Stock<br>Appreciation<br>Rights | \$ 42.44                                          | 02/16/2016              | A                  |                                                                             | 175,234          |                  | <u>(1)</u>          | 02/16/2026         | Common<br>Stock | 175,234                   |
| Restricted<br>Stock Units       | <u>(2)</u>                                        | 02/16/2016              | A                  |                                                                             | 21,206           |                  | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 21,206                    |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                           |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                   | Other |
| ENGEL JOHN<br>225 WEST STATION SQUARE DRIVE<br>SUITE 700<br>PITTSBURGH, PA 15219 | X             |           | Chairman, President & CEO |       |

## Signatures

/s/ Samantha L. O'Donoghue, as  
Attorney-in-Fact  
02/18/2016  
\*\*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) Each Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on the first anniversary of the date of grant.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.
- (3) The Restricted Stock Units vest in three years from the date of the grant.

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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