

WESCO INTERNATIONAL INC

Form 4

February 26, 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 \*  
**LIN SANDRA BEACH**

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**225 WEST STATION SQUARE DRIVE, SUITE 700**

**02/24/2014**

(Street)

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

**PITTSBURGH, PA 15219**

(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	(A) or (D)	Price		
WESCO International, Inc. Common Stock	02/24/2014		M		2,500	A	\$ 69	7,823	D
WESCO International, Inc. Common Stock	02/24/2014		D		2,019	D	\$ 85.44	5,804	D
WESCO International, Inc. Common Stock	02/24/2014		M		3,500	A	\$ 60.45	9,304	D

Stock

WESCO

International, Inc. Common Stock	02/24/2014		D	2,477	D	\$ 85.44	6,827	D
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WESCO

International, Inc. Common Stock	02/25/2014		S	1,504	D	\$ 84.6933 <u>(1)</u>	5,323	D
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciaion Right	\$ 69	02/24/2014		M	2,500	<u>(2)</u> 07/01/2016	Common Stock 2,500
Stock Appreciaion Right	\$ 60.45	02/24/2014		M	3,500	<u>(3)</u> 07/01/2017	Common Stock 3,500

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

LIN SANDRA BEACH  
225 WEST STATION SQUARE DRIVE  
SUITE 700  
PITTSBURGH, PA 15219

X

## Signatures

/s/ William W. Cline II, as  
Attorney-in-Fact

02/26/2014

\_\_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).

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$84.65 to \$84.766. Ms. Beach

- (1) Lin will provide, upon request of the SEC staff, WESCO International, Inc., or a shareholder of WESCO International, Inc., complete information regarding the number of shares purchased at each price within the range.
- (2) The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on July 1, 2009.
- (3) The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on July 1, 2010.

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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