

ANIXTER INTERNATIONAL INC

Form 4

March 07, 2014

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Rodney Arthur

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)

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

03/05/2014

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

EVP - Human Resources

C/O ANIXTER INTERNATIONAL
INC., 2301 PATRIOT BLVD.

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

GLENVIEW, IL 60026

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common stock	03/05/2014		A	1,060 (1)	A \$ 54.08 22,234 (2)	D	
Common stock	03/05/2014		D	1,060 (1)	D \$ 106.5621 21,174 (2) (3)	D	
Common stock units	03/06/2014		A	2,571 (4)	A \$ 0 23,745 (5)	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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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	\$ 54.08	03/05/2014		M	1,060	03/01/2010 03/01/2018	Common stock	1,060

Reporting Owners

Reporting Owner Name / Address	Relationships
Smith Rodney Arthur C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD. GLENVIEW, IL 60026	Director 10% Owner Officer Other EVP - Human Resources

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 in this transaction have been exercised and sold pursuant to a Rule 10b5-1(c) sales plan dated November 4, 2013.
- (2) Includes 7,407 common stock units.
- (3) This is the weighted average for sale prices ranging from \$106.22 to \$106.88. 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) 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.

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(5) Includes 9,978 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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