

ANIXTER INTERNATIONAL INC
Form 4
July 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
LETHAM DENNIS J

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)
07/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP-Finance & CFO

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)
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/15/2005 | | M | 3,000 A \$ 14.72 | 112,715 ⁽¹⁾ | D | |
| Common Stock | 07/15/2005 | | S ⁽²⁾ | 500 D \$ 36.62 | 112,215 ⁽¹⁾ | D | |
| Common Stock | 07/15/2005 | | S ⁽²⁾ | 400 D \$ 36.68 | 111,815 ⁽¹⁾ | D | |
| Common Stock | 07/15/2005 | | S ⁽²⁾ | 500 D \$ 36.7 | 111,315 ⁽¹⁾ | D | |
| Common Stock | 07/15/2005 | | S ⁽²⁾ | 600 D \$ 36.71 | 110,715 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|------------------------|---|
| Common Stock | 07/15/2005 | S ⁽²⁾ | 200 | D | \$ 36.72 | 110,515 ⁽¹⁾ | D |
| Common Stock | 07/15/2005 | S ⁽²⁾ | 100 | D | \$ 36.8 | 110,415 ⁽¹⁾ | D |
| Common Stock | 07/15/2005 | S ⁽²⁾ | 200 | D | \$ 36.82 | 110,215 ⁽¹⁾ | D |
| Common Stock | 07/15/2005 | S ⁽²⁾ | 500 | D | \$ 36.83 | 109,715 ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 ⁽³⁾ | \$ 14.72 | 07/15/2005 | | M | 3,000 | 01/17/1997 01/17/2007 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LETHAM DENNIS J C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026 | | | Senior VP-Finance & CFO | |

Signatures

John A. Dul, by power of
attorney

07/18/2005

__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) Total includes 58,000 common stock units.
- (2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated May 9, 2005.
- (3) This option was previously reported as covering 45,000 shares at an exercise price of \$15.50. The exercise price and totals have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividend paid on March 31, 2004.

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.