

ANIXTER INTERNATIONAL INC  
Form 4  
February 15, 2006

**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 \*  
MENO PHILIP F

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)  
02/13/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President-Taxes

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                    | 02/13/2006                           |  | F                              | 295 <sup>(1)</sup> D \$ 45.03                                     | 8,410 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 02/14/2006                           |  | M                              | 6,435 A \$ 14.91  | 14,845 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    | 02/14/2006                           |  | M                              | 5,849 A \$ 10.85  | 20,694 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    | 02/14/2006                           |  | S                              | 784 D \$ 46.21  | 19,910 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    | 02/14/2006                           |  | S                              | 600 D \$ 46.13  | 19,310 <sup>(2)</sup>   | D  |                                   |

Edgar Filing: ANIXTER INTERNATIONAL INC - Form 4

|              |            |   |       |   |          |                       |   |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock | 02/14/2006 | S | 6,200 | D | \$ 46.12 | 13,110 <sup>(2)</sup> | D |
| Common Stock | 02/14/2006 | S | 100   | D | \$ 46.11 | 13,010 <sup>(2)</sup> | D |
| Common Stock | 02/14/2006 | S | 1,200 | D | \$ 46.1  | 11,810 <sup>(2)</sup> | D |
| Common Stock | 02/14/2006 | S | 1,900 | D | \$ 46.09 | 9,910 <sup>(2)</sup>  | D |
| Common Stock | 02/14/2006 | S | 1,500 | D | \$ 46.08 | 8,410 <sup>(2)</sup>  | 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 <sup>(3)</sup> | \$ 14.91   | 02/14/2006                           |  | M                              | 6,435   | 02/18/1999 02/18/2008                                    | Common Stock  | 6,435                         |
| Options to purchase common stock <sup>(4)</sup> | \$ 10.85   | 02/14/2006                           |  | M                              | 5,849   | 03/01/2000 03/01/2009                                    | Common stock  | 5,849                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: ANIXTER INTERNATIONAL INC - Form 4

Director      10% Owner      Officer      Other

MENO PHILIP F  
C/O ANIXTER INTERNATIONAL INC.  
2301 PATRIOT BLVD  
GLENVIEW, IL 60026

Vice  
President-Taxes

## Signatures

John A. Dul, by power of  
attorney

02/15/2006

\_\_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) Number of shares being withheld by issuer for tax liabilities triggered when previously granted restricted stock units converted to shares of common stock.
  - (2) Total includes 7,000 common stock units.  
  
This option was previously reported as covering 5,500 shares at an exercise price of \$17.4375. The exercise price and totals have been
  - (3) adjusted pursuant to an anti-dilution provisions triggered by an extraordinary cash dividends paid on March 31, 2004 and October 31, 2005.  
  
This option was previously reported as covering 5,000 shares at an exercise price of \$12.6875. The exercise price and totals have been
  - (4) adjusted pursuant to an anti-dilution provisions triggered by an extraordinary cash dividends paid on March 31, 2004 and October 31, 2005.

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.