

ANIXTER INTERNATIONAL INC
 Form 4
 June 05, 2013

FORM 4

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

OMB APPROVAL

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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)
 C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President-Taxes

GLENVIEW, IL 60026

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common stock	06/03/2013		M		6,018 ⁽¹⁾ \$ 57.33	D	
Common stock	06/03/2013		S		4,587 ⁽¹⁾ \$ 76.053 ⁽³⁾	D	
Common stock	06/03/2013		S		1,431 ⁽¹⁾ \$ 76.6561 ⁽⁴⁾	D	
Common stock	06/03/2013		S		1,856 ⁽¹⁾ \$ 76.2674 ⁽⁵⁾	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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Includes entry for Options to purchase common stock.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for MENO PHILIP F, C/O ANIXTER INTERNATIONAL INC.

Signatures

Michele Nelson, by power of attorney, 06/05/2013. 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 covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated April 24, 2013.
(2) Includes 6,662 common stock units.
(3)

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This is the weighted average for sale prices ranging from \$75.51 to \$76.48. 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) This is the weighted average for sale prices ranging from \$76.59 to \$76.84. 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.
- (5) This is the weighted average for sale prices ranging from \$75.72 to \$76.69. 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.
- (6) This option was previously reported as covering 5,276 shares at an exercise price of \$65.39. The exercise price and totals have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividends paid in October 2010 and May 2012.

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.