

WESCO INTERNATIONAL INC

Form DEF 14A

April 24, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A
(RULE 14a-101)**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

WESCO INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:

(4) Date Filed:

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2008

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

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WESCO INTERNATIONAL, INC.
225 West Station Square Drive, Suite 700
Pittsburgh, Pennsylvania 15219-1122

**NOTICE
FOR 2008 ANNUAL MEETING OF STOCKHOLDERS**

DATE AND TIME	Wednesday, May 21, 2008 at 2:00 p.m., E.D.T.
PLACE	WESCO International, Inc. Company Headquarters 225 West Station Square Drive Suite 700 Pittsburgh, PA 15219-1122
RECORD DATE	April 7, 2008
ITEMS OF BUSINESS	1. Elect Four Class III Directors for a three-year term expiring in 2011. 2. Approve the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan. 3. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2008. 4. Transact any other business properly brought before the Annual Meeting.

Dear Fellow Stockholders:

I am pleased to invite you to attend our 2008 Annual Meeting of Stockholders which will be held on May 21, 2008, at WESCO International, Inc., Company headquarters located at 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania. Details regarding the items of business to be conducted at the Annual Meeting are described in the accompanying Proxy Statement.

We are sending you this Proxy Statement and proxy card on or about April 24, 2008. Our Board of Directors recommends that you vote in favor of the proposed items of business. You, as a stockholder of WESCO International, Inc., or your authorized representative by proxy, may attend the Annual Meeting. If your shares are held through an intermediary such as a broker or a bank, you should present proof of your ownership at the Annual Meeting. Proof of ownership could include a proxy from your bank or broker or a copy of your account statement. Stockholders of record at the close of business on April 7, 2008 will be entitled to vote at our Annual Meeting or any adjournments of the meeting.

You have a choice of voting over the Internet, by telephone, or by returning the enclosed proxy card. You should check your proxy card or information forwarded by your bank, broker or other holder of record to see which options are available to you. In order to assure a quorum, it is important that you complete, sign, date and return your proxy in the enclosed envelope or vote over the Internet or by telephone whether or not you plan to attend the meeting.

Thank you for your ongoing support of WESCO.

By order of the Board of Directors,

MARCY SMOREY-GIGER

Corporate Secretary

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INTERNET ACCESS TO THIS PROXY STATEMENT

**IMPORTANT NOTICE
REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 21, 2008**

**The 2008 Proxy Statement and 2007 Annual Report of
WESCO International, Inc.
are available to review at: www.proxydocs.com/wcc**

QUESTIONS AND ANSWERS

1. Who is entitled to vote at the Annual Meeting?

If you held shares of WESCO International, Inc. (WESCO or the Company) Common Stock at the close of business on April 7, 2008, you may vote at the Annual Meeting. On that day, 42,768,015 shares of our Common Stock were outstanding. Each share is entitled to one vote.

In order to vote, you must either designate a proxy to vote on your behalf or attend the Annual Meeting and vote your shares in person. The Board of Directors requests your proxy so that your shares will count toward a quorum and be voted at the meeting.

2. What are the Board's recommendations on how I should vote my shares?

The Board recommends that you vote your shares as follows:

Proposal 1 FOR the election of all four nominees for Class III Directors with terms expiring at the 2011 Annual Meeting of Stockholders.

Proposal 2 FOR the approval of the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan.

Proposal 3 FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2008.

3. How do I cast my vote?

There are four different ways you may cast your vote. You may vote by:

the Internet, at the address provided on each proxy card;

telephone, using the toll-free number listed on each proxy card;

marking, signing, dating and mailing each proxy card and returning it in the postage- paid envelope provided. If you return your signed proxy card but do not mark the boxes showing how you wish to vote, your shares will be voted

FOR the election of each of the Class III Director nominees named in this Proxy Statement, FOR the approval of

the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan, and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our Company's independent registered public accounting firm for the year ending December 31, 2008; or

attending the Annual Meeting and voting your shares in person if you are a stockholder of record.

If you are a stockholder of record (that is, your shares are registered directly in your name in the Company's books and not held through a broker, bank or other nominee), and you wish to vote electronically through the Internet or by telephone, follow the instructions provided on the proxy card. You will need to use the individual control number that is printed on your proxy card in order to authenticate your ownership.

The deadline for voting by Internet or telephone is 11:59 p.m., Eastern time, on Tuesday, May 20, 2008.

If your shares are held in street name (that is, they are held in the name of a broker, bank or other nominee), or your shares are held in the Company's 401(k) Retirement Savings Plan, you will receive instructions with your materials that you must follow in order to have your shares voted. For voting procedures for shares held in the Company's 401(k) Retirement Savings Plan, see Question 7 below. For voting procedures for shares held by a broker, bank or other nominee, see Question 8 below.

4. How do I revoke or change my vote?

You may revoke your proxy or change your vote at any time before it is voted at the Annual Meeting by:

notifying the Corporate Secretary at the Company's headquarters office;

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transmitting a proxy dated later than your prior proxy either by Internet, telephone or mail; or

attending the Annual Meeting and voting in person by ballot or by proxy (except for shares held in street name through a broker, bank, or other nominee, or in the Company's 401(k) Retirement Savings Plan).

The latest-dated, timely, properly completed proxy that you submit, whether by Internet, telephone, or mail, will count as your vote. If a vote has been recorded for your shares and you submit a proxy card that is not properly signed and dated, the previously recorded vote will remain in effect.

5. What shares are included on the proxy or voting instruction card?

The shares on your proxy card or voting instruction card represent those shares registered directly in your name or shares held in the Company's 401(k) Retirement Savings Plan. If you do not cast your vote, your shares (except those held in the Company's 401(k) Retirement Savings Plan) will not be voted. See Question 7 for an explanation of the voting procedures for shares in the Company's 401(k) Retirement Savings Plan.

6. What does it mean if I get more than one proxy or voting instruction card?

If your shares are registered differently and are in more than one account, you will receive more than one proxy card or voting instruction card. Please complete and return all of the proxy cards and voting instruction cards you receive (or vote by Internet or telephone all of the shares on each of the proxy cards and voting instruction cards you receive) in order to ensure that all your shares are voted.

7. How are the shares that I hold in the Company's 401(k) Retirement Savings Plan voted?

If you hold WESCO Common Stock in the Company's 401(k) Retirement Savings Plan, you may tell the plan trustee how to vote the shares of Common Stock allocated to your account. You may either sign and return the voting instruction card provided by the plan or transmit your instructions by the Internet or telephone. If you do not transmit instructions, your plan shares will be voted as the plan administrator directs or as otherwise provided in the plan.

8. How are the shares held by a broker, bank or other nominee voted?

If you hold your shares of WESCO Common Stock in street name through a broker, bank, or other nominee account, you are a beneficial owner of the shares. In order to vote your shares, you must give voting instructions to your broker, bank or other intermediary who is the nominee holder of your shares. The Company asks brokers, banks and other nominee holders to obtain voting instructions from the beneficial owners of shares that are registered in the nominee's name. Proxies that are transmitted by nominee holders on behalf of beneficial owners will count toward a quorum and will be voted as instructed by the nominee holder.

9. May I vote my shares in person at the Annual Meeting?

Shares held beneficially through a broker, bank or other nominee may not be voted in person at the Annual Meeting UNLESS you obtain a Legal Proxy. A Legal Proxy must be obtained from your broker, bank or other nominee that holds your shares. Without a Legal Proxy, you will not be able to vote those shares in person at the Annual Meeting.

Shares registered directly in your name with our transfer agent, Bank of New York Mellon, may be voted in person at the Annual Meeting.

10. What is a quorum?

A majority of the outstanding shares, present or represented by a proxy, constitutes a quorum. There must be a quorum present for business to be conducted at the Annual Meeting. You are part of the quorum if you have voted by Internet, telephone or mail by proxy card or voting instruction card. Abstentions, broker non-votes, and votes withheld from Director nominees, count as shares present at the Annual Meeting for purposes of determining a quorum.

11. What is the required vote for a proposal to pass?

Our Director nominees receiving the highest number of votes will be elected to fill the Class III Director seats on the Board. Only votes FOR or WITHHELD affect the outcome.

Approval of the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan and the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2008, require the favorable vote of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting. Abstentions have the effect of a negative vote.

Under New York Stock Exchange rules, if your broker holds your shares in its name as a nominee, the broker is permitted to vote your shares on the

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election of Directors and on the ratification of the appointment of PricewaterhouseCoopers LLP even if it does not receive voting instructions from you. The approval of the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan is non-discretionary, meaning that brokers who hold shares for the accounts of their clients and who have not received instructions from their clients do not have discretion to vote on this item. When a broker votes a client's shares on some, but not all, of the proposals at the Annual Meeting, the missing votes are referred to as broker non-votes. Those shares will be included in determining the presence of a quorum at the Annual Meeting, but are not considered present for purposes of voting on the non-discretionary items. Accordingly, broker non-votes will have no effect on the results of any of the proposals.

12. Who will count the votes?

Representatives of our transfer agent, Mellon Investor Services, and two other appointed inspectors of election will certify their examination of the list of stockholders, number of shares held and outstanding as of the record date, and the necessary quorum for transaction of the business for this meeting. These persons will count the votes at the Annual Meeting.

13. Are the proxy materials available on the Internet?

Our 2008 Proxy Statement and 2007 Annual Report are also available via the Internet at: www.proxydocs.com/wcc. This website provides you the ability to obtain an electronic and searchable version of our Proxy Statement and Annual Report.

Additionally, this website will also provide you with an option to link to Internet voting capabilities and to select preference of electronic or printed delivery of future proxy materials and Annual Reports. See Question 3 above for specific instructions regarding Internet voting. For further instruction on receiving proxy materials electronically in the future, see Question 14 below.

14. May I elect to receive proxy materials electronically in the future?

Stockholders can elect to receive future WESCO Proxy Statements and Annual Reports electronically instead of receiving paper copies in the mail and thus can save us the cost of producing and mailing these documents. Costs normally associated with electronic access, such as usage and telephonic charges, will be borne by you.

If you are a stockholder of record and you choose to vote over the Internet, you can choose to receive future Annual Reports and Proxy Statements electronically by following the prompt appearing when you vote over the Internet. If you hold your WESCO stock in street name (such as through a broker, bank, or other nominee account), check the information provided by your nominee for instructions on how to elect to view future Proxy Statements and Annual Reports over the Internet.

If you enroll to receive WESCO's future Annual Reports and Proxy Statements electronically, your enrollment will remain in effect for all future stockholders' meetings unless you cancel the enrollment. To cancel, stockholders of record should access www.bnymellon.com/shareowner and follow the instructions to cancel your enrollment. You should retain your control number appearing on your enclosed proxy or voting instruction card. If you hold your WESCO stock in street name, check the information provided by your nominee holder for instructions on how to cancel your enrollment.

If at any time you would like to receive a paper copy of the Annual Report or Proxy Statement, please write to the Corporate Secretary, WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania 15219-1122.

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WESCO INTERNATIONAL, INC.
225 West Station Square Drive, Suite 700
Pittsburgh, Pennsylvania 15219-1122

**PROXY STATEMENT FOR
2008 ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 21, 2008**

PROXY SOLICITATION AND VOTING INFORMATION

The Board of Directors of WESCO International, Inc. is soliciting your proxy to vote at our Annual Meeting of Stockholders to be held on May 21, 2008, at the Company headquarters of WESCO International, Inc., located at 225 West Station Square, Suite 700, Pittsburgh, Pennsylvania, at 2:00 p.m., E.D.T., and at any adjournment or postponement of the meeting. This Proxy Statement is accompanied by our 2007 Annual Report.

Holders of our Common Stock at the close of business on the record date of April 7, 2008, may vote at our Annual Meeting. On the record date, 42,768,015 shares of our Common Stock were outstanding. You are entitled to cast one vote per share on each matter presented for consideration and action at our Annual Meeting. A list of stockholders entitled to vote will be available at the Annual Meeting and during ordinary business hours for 10 days prior to the Annual Meeting at our Company headquarters. Any stockholder of record may examine the list for any legally valid purpose.

The proxies will be voted if properly signed, received by our Corporate Secretary prior to the close of voting at our Annual Meeting, and not revoked. If no direction is given in such a proxy, it will be voted FOR the proposals presented in this Proxy Statement, including election of the Directors nominated by our Board of Directors, approval of the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan, and ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2008. Alternatively, you may be entitled to vote over the Internet or by telephone. You should check the enclosed proxy card or the information forwarded to you by your bank, broker or other holder of record to see whether these options are available to you. Action may be taken at the Annual Meeting for any other business that properly comes before the meeting, and the proxy holders have the right to and will vote in accordance with their judgment on any additional business. We have not received notice of any stockholder proposals for presentation at the Annual Meeting.

If you have returned a proxy via mail, telephone or Internet, you may revoke it at any time before it is voted at our Annual Meeting by delivering a revised proxy bearing a later date, by voting by ballot at the Annual Meeting, or by delivering a written notice withdrawing your proxy to our Corporate Secretary at our address provided above.

In addition to soliciting proxies by mail, telephone, and the Internet, our Board of Directors, without receiving additional compensation, may solicit in person. Brokerage firms and other custodians, nominees, and fiduciaries will forward proxy soliciting material to the beneficial owners of our Common Stock, held of record by them, and we will reimburse these brokerage firms, custodians, nominees, and fiduciaries for reasonable out-of-pocket expenses incurred by them in doing so. The cost of this proxy solicitation will consist primarily of printing, legal fees, and postage and handling. We will pay the cost of this solicitation of proxies.

To conduct the business of the Annual Meeting, we must have a quorum. The presence, in person or by proxy, of stockholders holding at least a majority of the shares of our Common Stock outstanding will constitute a quorum. Abstentions and broker non-votes count as shares present for purpose of determining a quorum. Proxies that are transmitted by nominee holders for beneficial owners will count toward a quorum and will be voted as instructed by

the nominee holder. The election of Directors will be determined by a plurality of the votes cast at the election. The approval of the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan and the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public

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accounting firm for the year ended December 31, 2008, will require affirmative votes by a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting.

Only votes FOR or WITHHELD affect the outcome of the election of Directors. With respect to the vote for approval of the renewal and restatement of the WESCO International, Inc. 1999 Long-Term Incentive Plan and with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2008, abstentions have the effect of a negative vote.

A broker non-vote occurs when a broker, bank or other nominee holder does not vote on a particular item because the nominee holder does not have discretionary authority to vote on that item and has not received instructions from the beneficial owner of the shares. Broker non-votes will not affect the outcome of any of the matters scheduled to be voted upon at the Annual Meeting, and they are not counted as shares voting with respect to any matter on which the broker has not voted expressly.

Table of Contents**Item 1 Proposal to Vote For Election of Directors**

Our Board unanimously recommends a vote FOR the election of all four nominees for Class III Directors with terms expiring at the 2011 Annual Meeting of Stockholders. Class III Director nominees are Roy W. Haley, George L. Miles, Jr., John K. Morgan and James L. Singleton.

If you return your signed proxy card but do not indicate on the proxy card how you wish to vote, your shares will be voted for the election of Messrs. Haley, Miles, Morgan and Singleton, unless authority to vote for one or more of the nominees is withheld. In the event that any of the nominees is unable or unwilling to serve as a Director for any reason, the proxy will be voted for the election of any substitute nominee designated by our Board.

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR
THE ELECTION OF EACH OF THE CLASS III DIRECTOR NOMINEES.

BOARD OF DIRECTORS

During 2007 and in 2008 through March 31, 2008, our Board consisted of nine members divided into three classes. Effective March 31, 2008, the Board was expanded to ten members, with John K. Morgan being appointed as a Class III Director. The three classes of Directors (Class I, Class II, and Class III) serve staggered, three-year terms which end in successive years.

The current term of the Class III Directors expires this year, and their successors are to be elected at the Annual Meeting for a three-year term expiring in 2011. The terms of the Class I and Class II Directors do not expire until 2009 and 2010, respectively.

Should all nominees be elected as indicated in the proposal above, the following is the complete list of individuals which will comprise our Company's Board of Directors following the Annual Meeting. The following chart includes the Directors' ages, the year they began service as a Director, and current Committee assignments.

Name	Age	Director Since	Committee Appointment
Sandra Beach Lin	50	2002	Audit, Nominating and Governance
Roy W. Haley	61	1994	Executive
George L. Miles, Jr.	66	2000	Nominating and Governance*
John K. Morgan	53	2008	To be determined in May 2008
Steven A. Raymund	52	2006	Audit, Executive
James L. Singleton	52	1998	Compensation, Executive*
Robert J. Tarr, Jr.	64	1998	Audit*, Nominating and Governance
Lynn M. Utter	45	2006	Compensation, Nominating and Governance
William J. Vareschi	65	2002	Audit, Executive

Kenneth L. Way** 68 1998 Compensation*

* Chairman of the Committee

** Presiding Director

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Class III Directors Present Term Expires in 2008

Roy W. Haley has been Chief Executive Officer of the Company since February 1994, and Chairman of the Board since 1998. From 1988 to 1993, Mr. Haley was an executive at American General Corporation, a diversified financial services company, where he served as Chief Operating Officer, as President and as a director. Mr. Haley is also a director of United Stationers, Inc. and Cambrex Corporation. He also currently serves as a director of the Federal Reserve Bank of Cleveland.

George L. Miles, Jr. has been President and Chief Executive Officer of WQED Multimedia, a multimedia company, since September 1994. Mr. Miles is also a director of Equitable Resources, Chester Engineers, Inc., HFF, Inc., University of Pittsburgh, UPMC, Harley-Davidson, Inc., and American International Group, Inc.

John K. Morgan is currently the Chairman, President and Chief Executive Officer of Zep Inc., a specialty chemicals company where he served as President from July 2007 to November 2007. Prior to the Zep Inc. spin-off from Acuity Brands in November 2007, he was President and Chief Executive Officer of Acuity Brands Lighting and Executive Vice President of Acuity Brands, Inc., from August 2005 to July 2007 and also held the positions of President from February 2004 to August 2005 and Chief Operating Officer from 2001 to 2004. Mr. Morgan also served as President of the Holophane Division of Acuity for two years after its acquisition by National Service Industries, Inc.

James L. Singleton is the founder and Managing Director of Pillar Capital LP, an investment management firm, serving in such capacity since June 2007. He is the former President and founding partner of The Cypress Group LLC, a private equity firm, where he was employed from 1994 to December 2005. Prior to founding Cypress, he was a Managing Director in the Merchant Banking Group at Lehman Brothers. Mr. Singleton was a director of Williams Scotsman International, Inc. and the L.P. Thebault Company during 2007.

Class I Directors Present Term Expires in 2009

Steven A. Raymund has been employed by Tech Data Corporation, a distributor of information technology products, since 1981. He served as Chief Executive Officer from January 1986 until retiring in October 2006, but has continued to serve as Tech Data's Chairman of the Board of Directors since April 1991. Mr. Raymund is also a director of Jabil, Inc. and serves on the Board of Advisors for the Moffitt Cancer Center and the Board of Visitors for Georgetown University's School of Foreign Service.

Lynn M. Utter was appointed President and Chief Operating Officer of Knoll, North America, a designer and manufacturer of office furniture products, in March 2008. Prior to joining Knoll, she was Chief Strategy Officer for Coors Brewing Company, an international brewing company, from 2003 to February 2008 and held a number of senior operating and strategic planning positions after joining Coors in 1997. Prior to joining Coors, Ms. Utter's experience included six years with Frito Lay and four years with Strategic Planning Associates, LLC. Ms. Utter has served as a Trustee for Mile High United Way and for the McCombs Business School Foundation, and she is a member of several development boards at The University of Texas and Stanford University.

William J. Vareschi retired as Chief Executive Officer of Central Parking Corporation, a parking services provider, in May 2003. Before joining Central Parking Corporation, his prior business career of more than 35 years of service was spent with the General Electric Company, which he joined in 1965. He held numerous financial management positions within GE, including Chief Financial Officer for GE Plastics Europe (in the Netherlands), GE Lighting (Cleveland, Ohio), and GE Aircraft Engines (Cincinnati, Ohio). In 1996, Mr. Vareschi became President and Chief Executive Officer of GE Engine Services, a position he held until his retirement in 2000. Mr. Vareschi also serves on

the Board of Directors of WMS International.

Class II Directors Present Term Expires in 2010

Sandra Beach Lin joined Celanese Corporation, a global hybrid chemical company, in July 2007 as Executive Vice President of Celanese and President of Ticona, its engineered materials business. Before joining Celanese, she was a Group Vice President of Specialty Materials and Converting, a \$1.4 billion global business unit of Avery Dennison Corporation, since 2005. Before joining Avery Dennison, Ms. Beach Lin was President of Alcoa Closure Systems International from 2002 to 2005. Earlier, she was President of Bendix Commercial Vehicle Systems and

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Vice President and General Manager, Specialty Wax and Additives, both divisions of Honeywell International, Inc. She is also a member of the Committee of 200.

Robert J. Tarr, Jr. is a professional director and private investor. He is also a special partner of Chartwell Investments, LLP, a private equity firm. He was the Chairman, Chief Executive Officer and President of HomeRuns.com, Inc. from February 2000 to September 2001. Prior to joining HomeRuns.com, he worked for more than 20 years in senior executive roles for Harcourt General, Inc., a large, broad-based publishing company, including six years as President, Chief Executive Officer and Chief Operating Officer of Harcourt General, Inc. (formerly General Cinema Corporation) and The Neiman Marcus Group, Inc., a high-end specialty retail store and mail order business.

Kenneth L. Way served as Chairman of Lear Corporation, a supplier of automotive interior systems and components, from 1988 to 2003, and has been affiliated with Lear Corporation and its predecessor companies for 36 years in engineering, manufacturing, and general management capacities. Mr. Way retired on January 1, 2003. Mr. Way is also a director of Comerica, Inc., CMS Energy Corporation, and Cooper Standard Automotive, Inc.

EXECUTIVE OFFICERS

Our executive officers and their respective ages and positions as of April 7, 2008, are set forth below.

Name	Age	Position
Roy W. Haley	61	Chairman and Chief Executive Officer
John J. Engel	45	Senior Vice President and Chief Operating Officer
Stephen A. Van Oss	53	Senior Vice President and Chief Financial and Administrative Officer
Andrew J. Bergdoll	45	Vice President, Operations
Daniel A. Brailer	50	Vice President, Treasurer, Legal and Investor Relations
William E. Cenk	50	Vice President, Operations
Allan A. Duganier	52	Director of Internal Audit
William M. Goodwin	62	Vice President, Operations
James R. Griffin	46	Vice President, Operations
Timothy A. Hibbard	51	Corporate Controller
Robert J. Powell	46	Vice President, Human Resources
Steven J. Riordan	54	Vice President, Operations
Robert B. Rosenbaum	50	Vice President, Operations
Donald H. Thimjon	64	Vice President, Operations
Ronald P. Van, Jr.	47	Vice President, Operations
Marcy Smorey-Giger	36	Corporate Counsel and Secretary

Set forth below is biographical information for our executive officers listed above, with the exception of Mr. Haley whose biography has been previously provided in this Proxy Statement.

John J. Engel has been Senior Vice President and Chief Operating Officer since July 2004. Mr. Engel served from 2003 to 2004 as Senior Vice President and General Manager of Gateway, Inc. From 1999 to 2002, Mr. Engel served as an Executive Vice President and Senior Vice President of Perkin Elmer, Inc. In addition, Mr. Engel was a Vice President and General Manager of Allied Signal from 1994 to 1999 and held various management positions in General Electric from 1985 to 1994.

Stephen A. Van Oss has been Senior Vice President and Chief Financial and Administrative Officer since July 2004 and, from 2000 to July 2004, served as the Vice President and Chief Financial Officer. Mr. Van Oss also served as our Director, Information Technology from 1997 to 2000 and as our Director, Acquisition Management in 1997. From 1995 to 1996, Mr. Van Oss served as Chief Operating Officer and Chief Financial Officer of Paper Back Recycling of America, Inc. He also held various management positions with Reliance Electric Corporation. Mr. Van Oss was also a director of Williams Scotsman International, Inc. and a member of its audit committee. Additionally, he is a trustee of Robert Morris University and serves on the finance and government committees.

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Andrew J. Bergdoll has been Vice President Operations since December 2007. From March 2005 through December 2007, Mr. Bergdoll served as President for Liberty Wire & Cable, Inc., a subsidiary of Communications Supply Corporation, which WESCO acquired in November 2006. From 2001 to March 2005, Mr. Bergdoll served as Senior Vice President of USFilter, a subsidiary of Siemens AG, prior to its sale to Siemens in 2004.

Daniel A. Brailer has been Vice President, Treasurer, Legal and Investor Relations since May 2006 and previously was Treasurer and Director of Investor Relations since March 1999. From 1982 until 1999, Mr. Brailer held various positions at Mellon Financial Corporation, most recently as Senior Vice President.

William E. Cenk has been Vice President, Operations since April 2006. Mr. Cenk served as the Director of Marketing for us from 2000 to 2006. In addition, Mr. Cenk served in various leadership positions for our National Accounts and Marketing groups from 1994 through 1999.

Allan A. Duganier has been Director of Internal Audit since January 2006. Mr. Duganier served as the Corporate Operations Controller from 2001 to 2006 and was the Industrial/Construction Group Controller from 2000 to 2001.

William M. Goodwin has been Vice President, Operations since March 1994. From 1987 to 1994, Mr. Goodwin served as a branch, district and region manager in various locations and also served as Managing Director of WESCOSA, a former Westinghouse-affiliated manufacturing and distribution business in Saudi Arabia.

James R. Griffin has been Vice President, Operations since February 2008. Mr. Griffin brings 25 years of general management, marketing, sales, and distribution experience in the construction products, specialty chemicals, and consumer packaged goods industries. Previously, Mr. Griffin was President of GROHE Americas, a manufacturer and distributor of faucet and shower products, from July 2006 to 2007, President and General Manager of Specialty Construction Brands, Inc., a manufacturer of home improvement products, from 2001 to 2005, and Vice President and General Manager at Nestle from 1997 to 2000.

Timothy A. Hibbard has been Corporate Controller since July 2006. Mr. Hibbard served as Corporate Controller at Kennametal Inc. from 2002 to July 2006. From 2000 to February 2002, Mr. Hibbard served as Director of Finance of Kennametal's Advanced Materials Solutions Group, and he served from 1998 to September 2000 as Controller of Greenfield Industries, Inc., a subsidiary of Kennametal Inc.

Robert J. Powell has been Vice President, Human Resources since September 2007. Mr. Powell served from 2001 to September 2007 as Vice President, Human Resources Operations and Workforce Planning of Archer Daniels Midland Company. From 2000 to 2001, Mr. Powell served as Vice President, Human Resources-Southeast of AT&T Broadband, and he served from 1999 to 2000 as Corporate Vice President, Human Resources of Porex Corporation.

Steven J. Riordan has been Vice President, Operations since November 2006. From 1996 until 2006, Mr. Riordan was Chief Executive Officer and President of Communications Supply Holdings, Inc., a fully integrated national distributor of network infrastructure products that we acquired in November 2006.

Robert B. Rosenbaum has been Vice President, Operations since September 1998. From 1982 until 1998, Mr. Rosenbaum was the President of the Bruckner Supply Company, Inc., an integrated supply company that we acquired in September 1998.

Donald H. Thimjon has been Vice President, Operations since March 1994. Mr. Thimjon served as Vice President, Utility Group for us from 1991 to 1994 and as Regional Manager from 1980 to 1991.

Ronald P. Van, Jr. has been Vice President, Operations since October 1998. Mr. Van was a Vice President and Controller of EESCO, an electrical distributor that we acquired in 1996.

Marcy Smorey-Giger has been Corporate Counsel and Secretary since May 2004. From 2002 until 2004, Ms. Smorey-Giger served as Corporate Attorney and Manager, Compliance Programs. From 1999 to 2002, Ms. Smorey-Giger was Compliance and Legal Affairs Manager.

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CORPORATE GOVERNANCE

Our Board, management and employees are committed to employing sound, ethical corporate governance and business practices. We have corporate governance practices that comply with the New York Stock Exchange (NYSE) listed company standards. Our major corporate governance documents can be accessed on our website at www.wesco.com/governance. You may request a copy of our Corporate Governance Guidelines, Committee Charters, Code of Business Ethics and Conduct, Senior Financial Executive Code of Business Ethics and Conduct and related documents at no charge by writing to WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122, Attention: Corporate Secretary.

Corporate Governance Guidelines

Our Corporate Governance Guidelines assist members of our Board in fully understanding and effectively implementing their responsibilities while assuring our on-going commitment to high standards of corporate conduct and compliance. The Guidelines are reviewed and revised from time to time in response to changing regulatory requirements and identification of best practices. The Guidelines address the following key topics:

Director Qualifications;

Significant Changes in Job Responsibilities of Directors;

Elected Term of Directors;

Director Responsibilities;

Committees of the Board;

Meetings of the Board in Executive Session;

Director Access to Officers and Employees;

Director Compensation;

Succession Strategy;

Director Orientation and Continuing Education;

Evaluation of the Chief Executive Officer; and

Annual Performance Evaluation of the Board.

We have adopted a Code of Business Ethics and Conduct, referred to as the Code, which applies to all of our employees. The Code covers all areas of professional conduct, including customer relations, conflicts of interest, insider trading, and financial disclosure, as well as requiring strict adherence to all laws and regulations applicable to our business. Employees and Directors are required to annually sign the Code. Employees are required to report any violations or suspected violations of the Code to their supervisors or by using our ethics toll-free hotline. The full text of the Code is available on the corporate governance section of our website at www.wesco.com/governance.

We also have adopted a Senior Financial Executive Code of Business Ethics and Conduct, referred to as the Senior Financial Executive Code, which applies to our Chief Executive Officer, Chief Financial Officer and Corporate Controller and is signed by these officers on an annual basis. The full text of the Senior Financial Executive Code is available on the corporate governance section of our website at www.wesco.com/governance. We will disclose future amendments to, or waivers from, the Senior Financial Executive Code on the corporate governance section of our website within four business days of any amendment or waiver.

Director Independence

Our Board has adopted independence standards that meet or exceed the independence standards of the NYSE. Also, as part of our independence standards, our Board has adopted categorical standards to assist it in evaluating the independence of each of its Directors. The categorical standards are intended to assist our Board in determining whether or not certain direct or indirect relationships between its Directors and our Company or its subsidiaries are material relationships for purposes of the NYSE independence standards. The categorical standards establish thresholds at which any relationships are deemed to be not material. In addition, the categorical standards adopted to evaluate the independence of our Directors are attached as Appendix A to this Proxy Statement. In February 2008 the independence of each Director was reviewed, applying our independence standards. The review considered relationships and transactions between each Director and his or her immediate family and affiliates and its management and our independent registered public accounting firm.

Based on this review, our Board affirmatively determined that the following Directors have no relationships with our Company other than as disclosed in this Proxy Statement and are independent as defined in our categorical standards and consistent with the independence standards of

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the NYSE: Ms. Beach Lin, Mr. Miles, Mr. Morgan, Mr. Raymund, Mr. Singleton, Mr. Tarr, Ms. Utter, Mr. Vareschi and Mr. Way. Mr. Raymund's and Ms. Beach Lin's relationships described under Transactions with Related Persons Related Party Transactions were determined by our Board to be immaterial because Mr. Raymund and Ms. Beach Lin did not receive any direct material benefits from their companies' ordinary business transactions with us. Mr. Haley is considered an inside Director because of his employment as our Chief Executive Officer.

Compensation Committee Interlocks

None of our executive officers serve as an executive officer of, or as a member of, the compensation committee of any public company that has an executive officer, Director or other designee serving as a member of our Board.

Executive Sessions and Presiding Director

During 2007, the non-management members of our Board met in executive session at the conclusion of each regularly scheduled Board of Directors meeting. Mr. Way is Presiding Director over these executive sessions. The Presiding Director has broad authority to call and conduct meetings of the independent Directors. He is also responsible for planning and conducting the annual evaluation of Board performance and effectiveness.

Annual Performance Evaluation

Our Board and each of our Audit, Compensation and Nominating and Governance Committees conducted an annual self-evaluation during February 2008 as required by our Corporate Governance Guidelines and the charters of our Board Committees. The non-management Board of Directors met in executive session in February 2008 to discuss self evaluations and Board and Committee effectiveness.

Communications with Directors

Our Board has established a process to receive communications from stockholders and other interested parties, and they may communicate with the Chairman of our Audit Committee, Mr. Tarr, or the Presiding Director, Mr. Way, and other non-management members of our Board by confidential e-mail. The applicable e-mail addresses are accessible in the corporate governance section of our website at www.wesco.com/governance under the caption Contact Our Board. Our Director of Internal Audit will review all of these communications on a timely basis and will forward all of these communications, other than solicitations, invitations, advertisements, or irrelevant material, to the appropriate Board member on a monthly basis. To the extent that the communication involves a request for information about WESCO, such as an iniquity about stock-related matters, the Corporate Secretary's office may handle the inquiry directly. All communications will be made available to our Board on an immediate basis if requested by any member of our Board. Stockholders who wish to communicate with our Board in writing via regular mail should send correspondence to: WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122, Attention: Director of Internal Audit. Any hard-copy communications received in this manner will be reviewed by the Director of Internal Audit and forwarded to our Board on the same basis as electronic communications.

Our Board members routinely attend our Annual Meeting of stockholders. This provides you with additional opportunities for personal access to our Board. All nine members of our Board were present at our 2007 Annual Meeting.

Director Nominating Procedures

Our Nominating and Governance Committee, as necessary, seeks to identify potential candidates for nomination as Director and will consider potential candidates identified through professional executive search arrangements, as well as referrals or recommendations by members of our Board, by our management, or by you, our stockholders. Our Nominating and Governance Committee has the sole authority to retain, on terms satisfactory to it, any search firm to be used to identify Director candidates. Our Nominating and Governance Committee has previously retained an executive search firm to assist in identifying qualified Board member candidates.

In considering candidates submitted by you, our stockholders, our Nominating and Governance Committee will take into consideration the needs of our Board along with candidates' qualifications. To have a candidate considered by the Committee, you must submit the recommendation in writing and must include the following information:

The name and address of the proposed candidate;

The proposed candidate's resume or a listing of his or her qualifications to be a Director on our Board;

A description of what would make the proposed candidate a good addition to our Board;

A description of any relationship that could affect the proposed candidate's ability to qualify as an independent Director, including identifying all other

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public company board and committee memberships;

A confirmation of the proposed candidate's willingness to serve as a Director if selected by our Nominating and Governance Committee;

Any information about the proposed candidate that, under the federal proxy rules, would be required to be included in our Proxy Statement if the proposed candidate were a nominee; and

The name of the stockholder submitting the proposed candidate, together with information as to the number of shares owned and the length of time of ownership.

You should send the information described above to: WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122, Attention: Corporate Secretary. To allow for timely consideration, recommendations must be received not less than 90 days prior to the first anniversary of the date of our most recent Annual Meeting. In addition, the Company may request additional information regarding any proposed candidates.

Once a person has been identified by our Nominating and Governance Committee as a potential candidate, the Committee may collect and review publicly available information to assess whether the person should be considered further. Generally, if the candidate expresses a willingness to be considered to serve on our Board, our Nominating and Governance Committee will conduct a thorough assessment of the candidate's qualifications and accomplishments. Our Nominating and Governance Committee follows the same evaluation process for candidates identified by the Committee and any candidate who is recommended by our stockholders.

Stock Ownership Guidelines for all Directors and Executives

In 2004, our Board adopted stock ownership guidelines for all Directors and certain executive officers. Our Directors are expected to maintain beneficial ownership of an amount of equity in our Company equal in fair market value to at least two-times their annual retainer. They have three years from initial election to our Board to achieve this objective. Also, our Chief Executive Officer and each Senior Vice President and Vice President are expected to maintain, while serving in these positions, beneficial ownership of an amount of equity in our Company equal in fair market value to at least four-times and two-times their annual salary, respectively. They have three years from initial appointment to their positions to achieve this objective.

As of December 31, 2007, each of the named executive officers owned our Common Stock valued at more than three times their annual base salary, with the exception of Mr. Steven Riordan. Under the stock ownership guidelines, Mr. Riordan has until November 2009 to comply with this requirement. Mr. Haley owned our Common Stock valued at more than ten times his annual base salary.

Succession Strategy

The Chief Executive Officer periodically discusses with our Board the subject of CEO and executive officer succession. The Board continually evaluates certain senior officers of our Company, assessing their potential to succeed the Chief Executive Officer, and their potential for other senior management positions.

Stockholder Proposals For 2008 Annual Meeting

No stockholder proposals were submitted for consideration by our Board for the 2008 Annual Meeting. Rule 14a-8 of the Exchange Act contains the procedures for including certain stockholder proposals in our Proxy Statement and related materials. Under those rules, the deadline for submitting a stockholder proposal for our 2009 Annual Meeting

is 120 days prior to the first anniversary of the mailing of this Proxy Statement, or December 26, 2008. For any stockholder proposal received by us no later than 45 days prior to the first anniversary date of the mailing of this Proxy Statement, or March 7, 2009, we may be required to include certain limited information concerning that proposal in our Proxy Statement so that proxies solicited for the 2009 Annual Meeting may confer discretionary authority to vote on that matter. Any stockholder proposals should be addressed to our Corporate Secretary, 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122.

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BOARD AND COMMITTEE MEETINGS

Our Board has four standing committees: an Executive Committee, a Nominating and Governance Committee, an Audit Committee, and a Compensation Committee. The full Board held eight meetings in 2007. In accordance with Board service appointments, each Director attended 75% or more of the aggregate number of meetings of the full Board held in 2007, with the exception of Mr. Raymund who was unavailable to attend four of eight meetings. In accordance with Committee service appointments, each Director attended 75% or more of the meetings held by any committee of our Board on which she or he served, with the exception of Ms. Beach Lin and Mr. Tarr who were both unavailable to attend one of the three Nominating and Governance Committee meetings, and Ms. Beach Lin missed two of seven Audit Committee meetings. Ms. Beach Lin and Mr. Tarr provided the Board with an explanation for each meeting not attended. After evaluation, the Board approved and excused each absence.

Executive Committee

During 2007 to present, the Executive Committee has consisted of Messrs. Haley, Raymund, Singleton, and Vareschi, with Mr. Singleton serving as Chairman of the Committee. At all times, with the exception of Mr. Haley, all Committee members have been independent Directors according to the independence standards of the NYSE. The Committee may exercise all the powers and authority of the Directors in the management of the business and affairs of our Company and has been delegated authority to exercise the powers of our Board between Board meetings. Our Executive Committee held two meetings in 2007. The Executive Committee operates under a separate charter, which is available on the corporate governance section of our website at www.wesco.com/governance.

Nominating and Governance Committee

Our Nominating and Governance Committee is composed of four Directors who are independent under NYSE standards and our categorical Board independence standards, in our Corporate Governance Guidelines. During 2007 to present, the Committee has consisted of Messrs. Beach Lin and Utter and Messrs. Miles and Tarr, with Mr. Miles continuing to serve as Chairman of the Committee. The Committee is responsible for identifying and nominating candidates for election or appointment to our Board and determining compensation for Directors. It is also the responsibility of our Nominating and Governance Committee to review and make recommendations to our Board with respect to our corporate governance policies and practices and to develop and recommend to our Board a set of corporate governance principles. Our corporate governance practices have been reviewed, documented, and made available for public access. Our Nominating and Governance Committee held three meetings in 2007. Our Nominating and Governance Committee operates under a separate charter, which is available on the corporate governance section of our website at www.wesco.com/governance.

Audit Committee

During 2007 to present, the Committee has consisted of Ms. Beach Lin and Messrs. Tarr, Raymund and Vareschi, with Mr. Tarr serving as Chairman of the Committee. At all times, all Committee members have been independent Directors according to the independence standards of the NYSE. Our Board has determined that Mr. Tarr is an Audit Committee Financial Expert, as defined under applicable SEC regulations. Our Audit Committee is responsible for: (a) appointing the independent registered public accounting firm to perform an integrated audit of our financial statements and to perform services related to the audit; (b) reviewing the scope and results of the audit with the independent registered public accounting firm; (c) reviewing with management our year-end operating results; (d) considering the adequacy of our internal accounting and control procedures; (e) reviewing the Annual Report on

Form 10-K; and (f) reviewing any non-audit services to be performed by the independent registered public accounting firm and the potential effect on the registered public accounting firm's independence. Our Audit Committee held seven meetings in 2007. Our Audit Committee operates under a written charter, which is available on the corporate governance section of our website at www.wesco.com/governance.

Compensation Committee

During 2007 to present, the Committee has consisted of Messrs. Singleton and Way and Ms. Utter, with Mr. Way serving as Chairman of the Committee. At all times, all Committee members have been independent Directors according to the independence standards of the NYSE. Our Compensation Committee is responsible for the review, recommendation and approval of compensation arrangements for executive officers, for the approval of such arrangements for other senior level employees, and for the administration of certain benefit and compensation plans and arrangements of the Company. In 2007, our Compensation Committee held seven meetings. The Committee operates under a separate charter setting forth its duties and responsibilities, which is available on the corporate governance section of our website at www.wesco.com/governance.

Table of Contents**SECURITY OWNERSHIP**

The following table sets forth the beneficial ownership of the Company's Common Stock as of April 7, 2008, by each person or group known by the Company to beneficially own more than five percent of the outstanding Common Stock, each Director, each of the named executive officers, and all Directors and executive officers as a group. Unless otherwise indicated, the holders of all shares shown in the table have sole voting and investment power with respect to such shares. In determining the number and percentage of shares beneficially owned by each person, shares that may be acquired by such person pursuant to options or convertible stock exercisable or convertible within 60 days of April 7, 2008, are deemed outstanding for purposes of determining the total number of outstanding shares for such person and are not deemed outstanding for such purpose for all other stockholders.

Name	Shares Beneficially Owned ⁽¹⁾	Percent Owned Beneficially
The Ospraie Management LLC 320 Park Avenue, 27th Floor New York, NY 10022	3,873,840 ⁽²⁾	9.06%
FMR LLC 245 Summer Street, 11th Floor Boston, MA 02110	1,961,041 ⁽³⁾	4.59%
Glenview Capital 767 Fifth Avenue, 44th Floor New York, NY 10153	1,319,666 ⁽⁴⁾	3.09%
Putnam, LLC d/b/a Putnam Investments One Post Office Square Boston, MA 02109	2,855,512 ⁽⁵⁾	6.68%
The Guardian Life Insurance Company of America 388 Market Street, #1700 San Francisco, CA 94111	2,754,757 ⁽⁶⁾	6.44%
Iridian Asset Management LLC 276 Post Road West Westport, CT 06880-4704	2,805,494 ⁽⁷⁾	6.56%
Roy W. Haley	1,974,637	4.5%
Stephen A. Van Oss	412,085	1.0%
John J. Engel	312,500	*
William E. Cenk	180,698	*
William M. Goodwin	125,419	*
Donald H. Thimjon	109,686	*

Daniel A. Brailer	48,223	*
Ronald P. Van, Jr.	33,127	*
Robert J. Tarr, Jr.	25,000	*
All 25 executive officers and Directors as a group	3,318,262	7.4%

* Indicates ownership of less than 1% of the Common Stock.

- (1) The beneficial ownership of Directors set forth in the foregoing table does not reflect shares of Common Stock payable to any such Director following the Director's termination of Board service with respect to portions of annual fees deferred under the Company's Deferred Compensation Plan for Non-Employee Directors or in settlement of any options or stock appreciation rights (SARs) granted to any such Director under that plan to the extent that those options or SARs may not be exercised or settled within 60 days of April 7, 2008.
- (2) Based on a Schedule 13G/A filed under the Securities Exchange Act of 1934 by The Ospraie Management LLC and its affiliates on February 14, 2008.
- (3) Based on a Schedule 13G/A filed under the Securities Exchange Act of 1934 by FMR LLC and its affiliates on February 13, 2008.
- (4) Based on a Schedule 13G/A filed under the Securities Exchange Act of 1934 by Glenview Capital and its affiliates on February 14, 2008.

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- (5) Based on a Schedule 13G/A filed under the Securities Exchange Act of 1934 by Putnam, LLC d/b/a Putnam Investments and its affiliates on January 17, 2008.
- (6) Based on a Schedule 13G filed under the Securities Exchange Act of 1934 by The Guardian Life Insurance Company of America on January 1, 2008. The Guardian Life Insurance Company of America is an insurance company and the parent company of Guardian Investor Services LLC and RS Investment Management Company LLC. Guardian Investor Services LLC is a registered investment adviser, a registered broker-dealer, and the parent company of RS Investment Management Company LLC.
- (7) Based on a Schedule 13G filed under the Securities Exchange Act of 1934 by Iridian Asset Management LLC and its affiliates on February 4, 2008.

Section 16(a) Beneficial Ownership Reporting Compliance

Under the federal securities laws of the United States, the Company's Directors, its executive officers, and any persons beneficially holding more than ten percent of the Company's Common Stock are required to report their ownership of the Company's Common Stock and any changes in that ownership to the SEC and NYSE. Specific due dates for these reports have been established. The Company is required to report in this Proxy Statement any failure to file by these dates. For the fiscal year ended December 31, 2007, there were no late filings, based on a review of filings made with the SEC and written representations made by such persons.

TRANSACTIONS WITH RELATED PERSONS

Review and Approval of Related Person Transactions

Our Board reviews all relationships and transactions between our Directors, executive officers and our Company or its customers and suppliers in order to determine whether the parties have a direct or indirect material interest.

Our Company has a written policy and has implemented processes and controls in order to obtain information from our Directors and executive officers with respect to related person transactions and for then determining whether our Company or a related person has a direct or indirect material interest in the transaction, based on the facts and circumstances.

The evaluation includes: the nature of the related person's interest in the transaction; material terms of the transaction; amount and type of transaction; importance of the transaction to our Company; whether the transaction would impair the judgment of a Director or executive officer to act in the best interest of our Company; and any other relevant facts and circumstances. Transactions that are determined to be directly or indirectly material to our Company or a related person are disclosed in this Proxy Statement.

Related Party Transactions

During 2007, our supplier, Tech Data Corporation, made sales in the amount of approximately \$504,000 of goods and services in the ordinary course of business to us. Our Company's Director, Steven Raymund, is the Chairman of Tech Data Corporation. Ms. Beach Lin is Executive Vice President of Celanese Corporation and President of its Ticona Division, which is the engineered materials business of Celanese. Celanese made purchases from us in the amount of approximately \$900,000 of goods and services in the ordinary course of business. Also, our Company made purchases from our supplier, Coleman Cable, in the amount of \$28 million during 2007 and will make purchases estimated at \$6 million during the first quarter of 2008. The Group Vice President of the Electrical Group for Coleman Cable is the spouse of Mr. Ronald Van, our Vice President of Operations. The business relationship between us and Coleman

Cable has existed for more than 30 years. There is no known direct material benefit to the relevant individuals in any of these transactions. These transactions have been approved by our Company's senior management, as well as the Board.

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COMPENSATION DISCUSSION AND ANALYSIS

2007 Results

For 2007, our Company achieved record performance in most of its key financial and operational metrics, continuing a sequence of year over year record setting performance which began in 2004. Good progress was also made in strengthening the organization through a program of accretive acquisitions, the addition of key personnel, expanded training programs and further deployment of our LEAN productivity enhancement initiatives throughout our organization and into the supply chain. We have a pay-for-performance philosophy, and 2007's financial and operating results were the major factors in the evaluation of executive compensation. Incentive awards for 2007 were less than 2006, as the rate of performance improvements in 2006 was greater than that achieved in 2007.

Overview

Our Board has delegated to the Compensation Committee, composed entirely of independent, non-employee Directors, the responsibility of administering executive compensation and benefit programs, policies and practices. The Committee reviews, approves, and recommends to the Board the compensation and benefit programs for our executive officers and other senior level management on an annual basis. The Committee engages the assistance of an outside consultant, Hewitt Associates, LLC (referred to as Hewitt), for its consideration of compensation and benefit levels and incentive plan designs. The Compensation Committee has retained Hewitt in the past as a means for gathering market data, preparing compensation plan reviews, as well as, identifying general trends and practices in executive compensation programs. The Compensation Committee requests that Hewitt gather pertinent compensation data from public, private and foreign-owned peer companies. Hewitt has also made recommendations with respect to Director compensation matters.

Peer Group

Hewitt compares our compensation program to a peer group of comparably sized, industrial distribution companies, other large distributors, wholesalers, retailers and industrial product manufacturers which are potential competitors for executive talent of interest to WESCO.

At the Committee's request, the compensation consultant reassessed the peer group used in prior years and recommended minor changes to the Company's peer group for 2007. The current peer group includes the following 44 companies:

- Allegheny Energy, Inc.
- Alliant Techsystems Inc.
- Anixter Inc.
- Applied Industrial Technologies
- Arrow Electronics, Inc.
- AutoZone, Inc.
- Avnet Inc.
- Belden Inc.
- BlueLinx Corporation
- BorgWarner Inc.
- Brightpoint, Inc.
- Cameron International Corporation

Cooper Industries, Inc.
Dana Corporation
Diebold, Incorporated
Ecolab Inc.
FMC Technologies
Fortune Brands, Inc.
Hubbell Incorporated
Ingersoll-Rand Company
Kaman Corporation
Medtronic, Inc.
Milacron Inc.
MSC Industrial Direct Co., Inc.
NCR Corporation
Pitney Bowes, Inc.
Praxair, Inc.
Rockwell Automation
Rockwell Collins
Ryerson, Inc.
Sauer-Danfoss Inc.
Sealed Air Corporation
Sonoco Products Company
Temple-Inland Inc.
Teradyne, Inc.
Textron Inc.
Thomas & Betts Corporation
The Timken Company
Unisys Corporation
United Stationers Inc.
Valmont Industries, Inc.
Vulcan Materials Company
W. R. Grace & Co.
W.W. Grainger, Inc.

To adjust for a variation in size among our Company and the companies in our comparison group, Hewitt uses regression analysis techniques to adjust the

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compensation data for differences in peer group company revenues. This median level adjusted value is used as the basis to compare our compensation with peer companies. The Compensation Committee reviews analyses of compensation paid by companies in our comparison group through the use of marketplace compensation profiles prepared by Hewitt. The Committee attempts to maintain executive base salaries at or near the 50th percentile for peer companies and also sets short-term and long-term target incentives at or near the 50th percentile. We believe our targets allow us to attract and retain the executive talent necessary to develop and execute our strategy.

The Compensation Committee reports to the Board on overall compensation and, jointly with the Board, provides specific approval for compensation actions for the CEO and both Senior Vice Presidents.

The Company's Compensation Program

Our compensation program objectives for executive officers are to attract, motivate, reward and retain the high caliber of executive performance required to be successful in the competitive distribution industry. Competent and motivated executives are essential in enhancing positive business results and achieving growth in stockholder value over intermediate and long-term horizons.

The principal components of our executive compensation program for officers consist of base salary, annual cash incentive bonuses, long-term incentives, health and welfare benefits and a limited number of perquisites. We do not provide post-employment retirement benefits, retiree health and welfare coverage, or supplemental executive retirement benefit programs. Base salary and annual incentive bonuses are set with the goal of attracting executives and adequately compensating and rewarding them for recent performance and contributions to longer-term strategic initiatives. Our long-term incentive equity programs are established to provide incentive and reward for the achievement of long-term business objectives, continued service and key talent retention.

Our executives have significant amounts of compensation at risk, with a high percentage of annual bonuses being directly linked to actual Company performance relative to prior years and strategic and operational objectives established at the beginning of each year. Our executives are expected to maintain a significant equity ownership in our Company, aligning the interests of management with those of our stockholders. We believe that our compensation program is appropriate to motivate and retain key executives and to maximize their contribution to the Company over the long term.

2007 General Assessment

The Compensation Committee annually reviews the performance of the management team relative to financial results and non-financial measures in the areas of strategic and organizational development. In the case of the Chief Executive Officer and the two Senior Vice Presidents, the Committee annually reviews results, continuous improvement progress, and accomplishments linked to objectives established at the beginning of the calendar year under review. In connection with that activity, the Committee leads a discussion of executive performance and contributions in Executive Session with all of the independent Directors of the Board. For the year 2007, the Committee and the Board reviewed financial performance and trends, progress achieved in planning and implementing a continuous program of accretive acquisitions, achievement of targeted organizational synergies and operational integration with previously completed acquisitions, successful executive recruitment, succession planning and management transitions at multiple levels in the organization, and expansion of the number and reach of key training programs within the Company.

The Committee also reviewed with the Board the conclusions of current peer group compensation studies prepared by Hewitt Associates. The Committee then provided its recommendations regarding compensation based on the achievement of annual and long-term strategic objectives and on the level of base salary adjustments believed to be

appropriate to maintain equitable levels of compensation in relation to market studies. Its recommendations were thoroughly reviewed and discussed with the independent Directors in approving compensation amounts for the Company's most senior-level executives.

Base Salaries

Salaries for executives are reviewed annually, taking into account factors such as overall Company performance in relation to competition and industry circumstances, changes in duties and responsibilities, and strategic and operational accomplishments. Mr. Haley, the Chief Executive Officer, makes base salary recommendations to the Compensation Committee for all of the named executive officers, excluding himself.

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The Compensation Committee reviews individual salary history for approximately the 25 highest paid executive officers and compares their base salaries to salaries for comparable positions at companies within our peer group. The Compensation Committee's consultant, Hewitt Associates, provides market data as a means to assess external compensation practices. Compensation trends for companies in our peer group are considered in the determination of overall compensation for our executives. From time to time (and not necessarily on an annual basis), the Committee adjusts base salaries for executive officers and to reflect competitive pay practices of companies in our peer group based on studies by Hewitt.

In determining increases to base salaries, the Compensation Committee considers the recommendation of Mr. Haley, Company performance, prevailing economic conditions, requirements for hiring recent additions to management and comparable salary practices of companies within our peer group.

During 2007, the Compensation Committee recommended and the Board approved a 5.5% increase for Mr. Goodwin as a market adjustment, to recognize his 2006 performance and to maintain internal equity with other Company executives having comparable responsibilities. No base salary increases were recommended for Messrs. Haley, Engel, Van Oss or Riordan in 2007. In 2008, the Compensation Committee recommended, and the Board approved, an 8% increase for Messrs. Haley, Engel and Van Oss to an annualized rate of \$865,000, \$535,000 and \$535,000, respectively. The last increases for Messrs. Haley, Engel and Van Oss were made in 2006. The annual rate of increase over the past two years is approximately 5%. The Committee and Board believe this level of increase is appropriate to recognize the sustained record-setting performance that has been achieved. Additionally, each of Messrs. Haley, Engel and Van Oss have new salary levels that are below median level for comparable executives in Hewitt's peer company analysis. The Committee also recommended, and the Board approved, a 5.7% increase for Mr. Riordan. Mr. Goodwin plans to retire in 2008, therefore, no increase was provided.

Annual Cash Incentive Bonus Awards

Annual Incentive Plans. Cash bonuses are awarded for achievement of strategic, financial, operational, and human resources objectives of our Company. Annual incentives are designed to provide compensation that approximates market median awards for achieving planned performance and to provide increased incentive awards for exceptional performance. Executive officers are eligible to receive a cash bonus award which is targeted at 50% of their base salaries. Mr. Haley's cash bonus award targets 100% of his base salary. For performance above the 50% target, executives are eligible to receive a cash bonus award up to a maximum of 100% of their base salary. Mr. Haley is eligible to receive a cash bonus award of up to 200% of base salary for performance above the 100% target.

Annually, the Board reviews and approves the Company's performance criteria and financial and operational targets for the upcoming fiscal year. Our Company's incentive bonus plans are based on evaluations of sales performance, profitability margins, improvements over prior year actual results, return on capital, and other strategic and operational goals. Our structure and approach for incentive compensation has been in place for more than five years. Standards are changed periodically to reflect performance expectations. In early 2007, the standards were increased to reflect anticipated and forecasted favorable economic activity and our Company's plan for higher levels of financial performance for the year.

Cash bonus incentive awards granted for 2007 performance reflect financial and operational achievements during the year. Messrs. Haley, Engel and Van Oss had Board-approved incentive opportunities based on overall Company financial and strategic and operational performance objectives. Their incentive awards were based on the following components and weighted accordingly:

Earnings Before Interest Taxes Depreciation and Amortization (EBITDA) (25%),

Free Cash Flow (FCF) (25%),

Return on Invested Capital (ROIC) (25%), and

Strategic and Operational Objectives (25%).

Our incentive payments are based on year over year performance. Performance below prior year results in a downward adjustment from the target level of incentive compensation. Similarly, performance above prior year results in adjustments above the target.

The Committee determined that overall performance against strategic objectives for Messrs. Haley, Engel and Van Oss were achieved. The strategic and operational objectives were to achieve acquisition synergies, manage financial leverage, acquire new

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business, improve operational efficiencies, recruit new talent into the organization and develop new training programs. In accordance with the plan and achievement of Company performance objectives, the named executive officers received the following incentive payment for the period ended December 31, 2007: Mr. Haley, \$960,000; Mr. Van Oss, \$300,000; Mr. Engel, \$300,000. These amounts reflect a payout of 61% of maximum opportunity and are also significantly less than the incentive awards earned in 2006. These amounts are below Hewitt peer group market median by 10% or more. For 2006, Messrs. Haley, Van Oss and Engel received total cash incentive compensation of \$1,800,000, \$575,000 and \$575,000.

Messrs. Goodwin and Riordan participated in an incentive plan based on their respective operations financial performance and their operating objectives. The Plan contains the following components and is weighted accordingly:

Earnings Before Interest and Taxes (EBIT) (40%),

Sales Growth (20%),

Return on Invested Assets (ROIA) (20%), and

Strategic and Operational Objectives (20%).

Similar to Messrs. Haley, Van Oss and Engel, incentive payments for Messrs. Goodwin and Riordan are based on year over year performance. Performance below prior year results in a downward adjustment from the target. Similarly, performance above prior year results in adjustments above the target. In addition, we make downward adjustments if any unit within the operating group has an unacceptable internal audit score.

For 2007, the Compensation Committee utilized discretion to increase Mr. Goodwin's incentive payment. For 2006 Mr. Goodwin received a bonus in the amount of \$305,000. Bonus performance standards were increased for 2007 over 2006. Mr. Goodwin's operating groups improved sales and profitability over 2006 which was a record year for the Company. Additionally, the economic environment was more challenging in 2007 than 2006 and significantly different from what was anticipated in the planning process. Also, Mr. Goodwin made progress in several strategic areas including strengthening the organization through effective succession planning, key personnel additions, and completion of an acquisition. For these reasons the Compensation Committee awarded a bonus of \$125,000 versus \$62,000 per the plan. The amount of the award represented 47% of the bonus amount paid in the prior year. The 2007 bonus amount is 10% or more below the Hewitt peer group market median.

The Compensation Committee utilized discretion to increase Mr. Riordan's incentive payment. The economic environment was more challenging in 2007 than 2006 and what was anticipated in the budgeting process. Also, Mr. Riordan made progress in several strategic areas including sales, marketing and back office operational integration. For these reasons the Compensation Committee awarded a 2007 bonus of \$165,000 versus \$83,000 per the plan. The amount of the award represented 44% of the total plan opportunity for Mr. Riordan in 2007. The bonus amount represents the 50th percentile of the Hewitt peer group.

Value Acceleration Program. In early 2007, the Compensation Committee gave final approval to a one-year Value Acceleration Program (VAP) to focus management's attention and talent on stretch goals for significantly increasing corporate-wide EBITDA (earnings before interest, tax, depreciation and amortization) and other performance criteria that are believed to contribute to driving overall stockholder value. The 2007 program had a potential maximum incentive payout of \$2.9 million with approximately 235 eligible participants. The program was designed to reward an EBITDA stretch target above the Company EBITDA budget. The Company did not achieve the stretch target, therefore, no payment was made to the named executive officers or other employees.

For 2008, the Compensation Comm