

LETHAM DENNIS J
Form 4
September 17, 2009

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 *
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)

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

Executive 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 or Price		
Common Stock	09/15/2009		M		4,075 (1)	A	\$ 17.47 195,663 (2) D
Common Stock	09/15/2009		F		2,700 (3)	D	\$ 39.47 192,963 (2) D
Common Stock	09/15/2009		M		3,300 (4)	A	\$ 21.54 196,263 (2) D
Common Stock	09/15/2009		S		3,300 (4)	D	\$ 39.4839 192,963 (2) D (5)
	09/16/2009		M			A	\$ 21.54 196,263 (2) D

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Common Stock				3,300				
				<u>(4)</u>				
Common Stock	09/16/2009		F	2,382	D	\$ 39.86	193,881	<u>(2)</u> D
				<u>(3)</u>				

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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	\$ 17.47	09/15/2009		M	4,075	02/18/2001 02/18/2010	Common stock	4,075
Options to purchase common stock <u>(6)</u>	\$ 21.54	09/15/2009		M	3,300	02/14/2002 02/14/2011	Common stock	3,300
Options to purchase common stock	\$ 21.54	09/16/2009		M	3,300	02/14/2002 02/14/2011	Common stock	3,300

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

Executive VP-Finance & CFO

Signatures

Michele Nelson, by power of
attorney

09/17/2009

__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) Transaction pursuant to the exercise of an option under a Rule 10b5-1(c) trading plan dated November 7, 2008, revised February 19, 2009.
- (2) Total Includes 75,720 common stock units.
- (3) Number of shares being withheld by issuer for exercise price and tax liabilities triggered when previously granted stock options were exercised.
- (4) Transaction pursuant to the exercise of an option under a Rule 10b5-1(c) trading plan dated July 30, 2009.
- (5) This is the weighted average for sale prices ranging from \$39.40 to \$39.54. 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) These options were previously reported as covering 90,000 shares at an exercise price of \$25.20. The exercise price and totals have been adjusted pursuant to anti-dilution provisions triggered by 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.