

ANIXTER INTERNATIONAL INC
Form 4
January 04, 2006

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 *
GRUBBS ROBERT W

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)
01/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/03/2006 | | M | | 4,193 | A | \$ 13.25 |
| Common Stock | 01/03/2006 | | M | | 3,582 | A | \$ 14.91 |
| Common Stock | 01/03/2006 | | S ⁽²⁾ | | 500 | D | \$ 38.73 |
| Common Stock | 01/03/2006 | | S ⁽²⁾ | | 300 | D | \$ 38.74 |
| Common Stock | 01/03/2006 | | S ⁽²⁾ | | 200 | D | \$ 38.76 |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|------------------------|---|
| Common Stock | 01/03/2006 | S ⁽²⁾ | 300 | D | \$ 38.78 | 230,688 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 100 | D | \$ 38.81 | 230,588 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 100 | D | \$ 38.82 | 230,488 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 500 | D | \$ 38.83 | 229,988 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 300 | D | \$ 38.84 | 229,688 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 100 | D | \$ 38.88 | 229,588 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 100 | D | \$ 38.91 | 229,488 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 775 | D | \$ 38.97 | 228,713 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 400 | D | \$ 39.03 | 228,313 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 300 | D | \$ 39.04 | 228,013 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 500 | D | \$ 39.08 | 227,513 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 300 | D | \$ 39.09 | 227,213 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 600 | D | \$ 39.11 | 226,613 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 1,100 | D | \$ 39.12 | 225,513 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 400 | D | \$ 39.13 | 225,113 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 100 | D | \$ 39.14 | 225,013 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 100 | D | \$ 39.17 | 224,913 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 200 | D | \$ 39.22 | 224,713 ⁽¹⁾ | D |
| Common Stock | 01/03/2006 | S ⁽²⁾ | 500 | D | \$ 39.26 | 224,213 ⁽¹⁾ | D |
| Common Stock | 12/30/2005 | G V | 275 | D | \$ 0 | 223,938 ⁽¹⁾ | 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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(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 | \$ 13.25 | 01/03/2006 | | M | 4,193 | 01/17/1998 01/17/2007 | Common Stock | 4,193 |
| Options to purchase common stock ⁽³⁾ | \$ 14.91 | 01/03/2006 | | M | 3,582 | 02/18/1999 02/18/2008 | Common Stock | 3,582 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRUBBS ROBERT W C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026 | X | | President and CEO | |

Signatures

John A. Dul, by power of attorney
01/04/2006

__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) Total Includes 126,667 common stock units.

(2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sale plan dated February 9, 2005

(3) This option was previously reported as covering 150,000 shares at an exercise price of \$17.4375. The exercise price and totals have been adjusted pursuant to 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.

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