

ANIXTER INTERNATIONAL INC

Form 4

February 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

Senior 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)
____X____ 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	02/15/2006		M		3,332	A \$ 13.25	111,083 ⁽¹⁾	D	
Common Stock	02/15/2006		S ⁽²⁾		200	D \$ 46.21	110,883 ⁽¹⁾	D	
Common Stock	02/15/2006		S ⁽²⁾		332	D \$ 46.22	110,551 ⁽¹⁾	D	
Common Stock	02/15/2006		S ⁽²⁾		300	D \$ 46.23	110,251 ⁽¹⁾	D	
Common Stock	02/15/2006		S ⁽²⁾		500	D \$ 46.25	109,751 ⁽¹⁾	D	

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Common Stock	02/15/2006	S ⁽²⁾	300	D	\$ 46.26	109,451 ⁽¹⁾	D
Common Stock	02/15/2006	S ⁽²⁾	200	D	\$ 46.27	109,251 ⁽¹⁾	D
Common Stock	02/15/2006	S ⁽²⁾	500	D	\$ 46.29	108,751 ⁽¹⁾	D
Common Stock	02/15/2006	S ⁽²⁾	500	D	\$ 46.34	108,251 ⁽¹⁾	D
Common Stock	02/15/2006	S ⁽²⁾	200	D	\$ 46.35	108,051 ⁽¹⁾	D
Common Stock	02/15/2006	S ⁽²⁾	300	D	\$ 46.4	107,751 ⁽¹⁾	D

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 (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	02/15/2006		M	3,332	01/17/1998 01/17/2007	Common Stock	3,332

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Senior VP-Finance & CFO

LETHAM DENNIS J
C/O ANIXTER INTERNATIONAL INC.
2301 PATRIOT BLVD
GLENVIEW, IL 60026

Signatures

John A. Dul, by power of
attorney

02/16/2006

__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 51,333 common stock units.
- (2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated May 9, 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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