

ANIXTER INTERNATIONAL INC
 Form 4
 May 04, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MENO PHILIP F

2. Issuer Name and Ticker or Trading Symbol
 ANIXTER INTERNATIONAL INC
 [AXE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/02/2005

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/02/2005		M	889	A	\$ 18.64	9,594 ⁽¹⁾ D
Common Stock	05/02/2005		M	6,581	A	\$ 14.72	16,175 ⁽¹⁾ D
Common Stock	05/02/2005		M	10,530	A	\$ 14.78	26,705 ⁽¹⁾ D
Common Stock	05/02/2005		S	900	D	\$ 37.69	25,805 ⁽¹⁾ D
Common Stock	05/02/2005		S	800	D	\$ 37.68	25,005 ⁽¹⁾ D

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Common Stock	05/02/2005	S	100	D	\$ 37.67	24,905 ⁽¹⁾	D
Common Stock	05/02/2005	S	200	D	\$ 37.66	24,705 ⁽¹⁾	D
Common Stock	05/02/2005	S	100	D	\$ 37.45	24,605 ⁽¹⁾	D
Common Stock	05/02/2005	S	500	D	\$ 37.44	24,105 ⁽¹⁾	D
Common Stock	05/02/2005	S	700	D	\$ 37.42	23,405 ⁽¹⁾	D
Common Stock	05/02/2005	S	600	D	\$ 37.4	22,805 ⁽¹⁾	D
Common Stock	05/02/2005	S	500	D	\$ 37.39	22,305 ⁽¹⁾	D
Common Stock	05/02/2005	S	2,700	D	\$ 37.38	19,605 ⁽¹⁾	D
Common Stock	05/02/2005	S	1,300	D	\$ 37.37	18,305 ⁽¹⁾	D
Common Stock	05/02/2005	S	300	D	\$ 37.36	18,005 ⁽¹⁾	D
Common Stock	05/02/2005	S	9,100	D	\$ 37.35	8,905 ⁽¹⁾	D
Common Stock	05/02/2005	S	200	D	\$ 37.34	8,705 ⁽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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Options to purchase Common Stock <u>(2)</u>	\$ 18.64	05/02/2005	M	889	02/08/1997	02/08/2006	Common Stock	889
Options to purchase Common Stock <u>(3)</u>	\$ 14.72	05/02/2005	M	6,581	01/17/1998	01/17/2007	Common Stock	6,581
Options to purchase Common Stock <u>(4)</u>	\$ 14.78	05/02/2006	M	10,530	09/30/1999	09/30/2008	Common Stock	10,530

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENO PHILIP F C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026			Vice President-Taxes	

Signatures

John A. Dul, by power of attorney

05/04/2005

 **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 8,000 common stock units.

This option was previously reported as covering 5,000 shares at an exercise price of \$19.625. 4,376 of these options had been exercised in

(2) May, 2004. The exercise price and totals have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividend paid on March 31, 2004.

(3) This option was previously reported as covering 6,250 shares at an exercise price of \$15.50. The exercise price and totals have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividend paid on March 31, 2004.

(4) This option was previously reported as covering 10,000 shares at an exercise price of \$15.5625. The exercise price and totals have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividend paid on March 31, 2004.

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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