

ANIXTER INTERNATIONAL INC

Form 4

December 04, 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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response... 0.5

(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)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

C/O ANIXTER INTERNATIONAL  
INC., 2301 PATRIOT BLVD

12/01/2006

President and CEO

(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                    | 12/01/2006                           |                                                    | M                              |                                                                   | 700    | A \$ 10.85       | 212,054 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/01/2006                           |                                                    | S <sup>(2)</sup>               |                                                                   | 200    | D \$ 58.68       | 211,854 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/01/2006                           |                                                    | S <sup>(2)</sup>               |                                                                   | 100    | D \$ 58.72       | 211,754 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/01/2006                           |                                                    | S <sup>(2)</sup>               |                                                                   | 100    | D \$ 58.75       | 211,654 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/01/2006                           |                                                    | S <sup>(2)</sup>               |                                                                   | 200    | D \$ 58.78       | 211,454 <sup>(2)</sup>                                                                        | D                                                        |                                                       |

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Common Stock      12/01/2006      S<sup>(2)</sup>      100      D      \$ 58.86      211,354 <sup>(1)</sup>      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(Ins             |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Options<br>to<br>purchase<br>common<br>stock        | \$ 10.85                                                           | 12/01/2006                              |                                                             | M                                    | 700                                                                                                                | 03/01/2000                                                     | 03/01/2009         | Common<br>Stock                                                     | 700                                    |

## Reporting Owners

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

## Signatures

Michele Nelson,  
attorney-in-fact      12/04/2006

\_\_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 154,439 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 12, 2006.

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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