

ANIXTER INTERNATIONAL INC
 Form 4
 August 31, 2015

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 *
ZELL SAMUEL

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)
08/27/2015

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

TWO NORTH RIVERSIDE PLAZA, SUITE 600

(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

CHICAGO, IL 60606

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	08/27/2015		S		1,850,000	D	\$ 60.5976 (1)
							1,797,147
							I (2) (7) (10)
							See Footnotes (2) (7) (10)
Common Stock, \$1.00 par value	08/27/2015		P		1,850,000	A	\$ 60.5976 (1)
							1,850,000
							I (3)
							See Footnotes (3)
Common Stock, \$1.00 par							211,186 (4)
							D

value

Common Stock, \$1.00 par value	55,587	I <u>(5)</u> <u>(7)</u> <u>(10)</u>	See Footnotes <u>(5)</u> <u>(7)</u> <u>(10)</u>
Common Stock, \$1.00 par value	55,588	I <u>(6)</u> <u>(7)</u> <u>(10)</u>	See Footnotes <u>(6)</u> <u>(7)</u> <u>(10)</u>
Common Stock, \$1.00 par value	28,700	I <u>(8)</u> <u>(10)</u>	See Footnotes <u>(8)</u> <u>(10)</u>
Common Stock, \$1.00 par value	1,000	I <u>(9)</u> <u>(10)</u>	See Footnotes <u>(9)</u> <u>(10)</u>

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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

ZELL SAMUEL
TWO NORTH RIVERSIDE PLAZA
SUITE 600
CHICAGO, IL 60606

Signatures

/s/ Samuel Zell

08/31/2015

**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) Samstock/SIT, L.L.C. ("SIT") sold 1,850,000 shares of Common Stock, at a price equal to the average of the highest and lowest quoted selling prices on the New York Stock Exchange of one share of Common Stock as of the date of the transaction, to Samstock/SZRT, L.L.C. ("SZRT"). Additional details on the transaction are available in the Schedule 13D filed by Samuel Zell on August 31, 2015.
 - (2) These shares of Common Stock are beneficially owned by SIT, a Delaware limited liability company.
 - (3) These shares of Common Stock are beneficially owned by SZRT, a Delaware limited liability company whose sole member is the Samuel Zell Revocable Trust ("Zell Trust"). Samuel Zell is the sole trustee and beneficiary of the Zell Trust.
 - (4) This amount includes 70,811 Common Stock units.
 - (5) These shares of Common Stock are beneficially owned by Samstock/Alpha, L.L.C., a Delaware limited liability company ("Alpha").
 - (6) These shares of Common Stock are beneficially owned by Samstock/ZFT, L.L.C., a Delaware limited liability company ("ZFT").

Each of SIT, Alpha and ZFT is indirectly owned and controlled by various trusts established for the benefit of Samuel Zell and his family (the "Trusts"). The trustee of each of the Trusts is Chai Trust Company, LLC ("Chai Trust"). Samuel Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over any shares beneficially owned by Chai Trust.
 - (7) These shares of Common Stock are beneficially owned by SZ Intervivos QTIP Trust, the trustee of which is Chai Trust. Samuel Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over any shares beneficially owned by Chai Trust.
 - (8) These shares of Common Stock are beneficially owned by the Helen Zell Revocable Trust ("HZRT"). Samuel Zell's spouse, Helen Zell, is the trustee of HZRT.
 - (9) Samuel Zell disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein.

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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