

ANIXTER INTERNATIONAL INC  
 Form 4  
 November 04, 2010

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

OMB APPROVAL

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**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 \*  
 DUL JOHN A

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)  
 C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
 11/02/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, General Counsel & Secretary

(Street)  
 GLENVIEW, IL 60026

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |
| Common stock                    | 11/02/2010                           |  | M                              |   | 892 <sup>(1)</sup>  | A  | \$ 20.21                          |
|                                 |                                      |  |                                |   | 27,164 <sup>(2)</sup>   |  | D                                 |
| Common stock                    | 11/02/2010                           |  | F                              |   | 493 <sup>(3)</sup>  | D  | \$ 55.28                          |
|                                 |                                      |  |                                |   | 26,671 <sup>(2)</sup>   |  | D                                 |

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

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SEC 1474 (9-02)

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**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. F... |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------|
| Options to purchase common stock <sup>(4)</sup> | \$ 20.21   | 11/02/2010                           |  | M                              | 892   | 02/14/2001 02/14/2011                                    | Common stock  | 892     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| DUL JOHN A<br>C/O ANIXTER INTERNATIONAL INC.<br>2301 PATRIOT BLVD.<br>GLENVIEW, IL 60026 |               |           | VP, General Counsel & Secretary |       |

## Signatures

Michele Nelson, by power of attorney  
 Date: 11/04/2010  
 Signature of Reporting Person: \_\_\_\_\_

## 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) Transaction pursuant to the exercise of options under a Rule 10b5-1(c) trading plan dated October 13, 2010.
- (2) Includes 12,448 common stock units.
- (3) Number of shares being withheld by issuer for exercise price and tax liabilities triggered when previously granted stock options were exercised.
- (4) These options were previously reported with a balance of 2,509 options at an exercise price of \$21.54. The exercise price and balance of options have been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividend paid on October 28, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.