

VARESCHI WILLIAM J JR
Form 4
December 20, 2012

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 *
VARESCHI WILLIAM J JR

2. Issuer Name and Ticker or Trading Symbol
WESCO INTERNATIONAL INC [WCC]

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

(Last) (First) (Middle)
225 WEST STATION SQUARE
DRIVE, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2012

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

PITTSBURGH, PA 15219

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
WESCO International, Inc. Common Stock	12/19/2012		A		1,815 (1)	A	\$ 53.71 (1) 14,605	D
WESCO International, Inc. Common Stock	12/19/2012		D		10,000	D	\$ 66.49 (2) 4,605	D
WESCO International, Inc. Common	12/19/2012		D		2,115	D	\$ 67.1525 (3) 2,490	D

Stock

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARESCHI WILLIAM J JR 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219	X			

Signatures

/s/ Samantha L. O'Donoghue,
Attorney-In-Fact
12/20/2012

**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) Represents shares issued to Mr. Vareschi pursuant to his election to receive payment of all of his 2012 director compensation in shares of WESCO International common stock. The share price was based on the average of the high and low trading prices for WESCO International's common stock as of the first trading day in January of 2012.
 - (2) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$66.45 to \$66.60. Mr. Vareschi will provide, upon request of the SEC staff, WESCO International, Inc., or a shareholder of WESCO International, Inc.,

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complete information regarding the number of shares sold at each price within the range.

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$67.1500 to \$67.16. Mr.

- (3) Vareschi will provide, upon request of the SEC staff, WESCO International, Inc., or a shareholder of WESCO International, Inc., complete information regarding the number of shares sold at each price within the range.

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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