

ANIXTER INTERNATIONAL INC
Form 4
May 02, 2014

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 *
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)
1665 BROADLAND LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2014

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

LAKE FOREST, IL 60045
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|-----------------------------------|
| | | | | Code | V Amount Price | | | |
| Common stock | 04/30/2014 | | S | 48,900 | D | \$ 98.1011 (1) | 123,004 (2) | D |
| Common stock | 04/30/2014 | | S | 1,100 | D | \$ 98.885 (3) | 121,904 (2) | D |
| Common stock | 04/30/2014 | | M | 25,359 | A | \$ 50.42 | 147,263 (2) | D |
| Common stock | 04/30/2014 | | S | 25,359 | D | \$ 98.0248 (4) | 121,904 (2) | D |
| | 05/01/2014 | | M | 29,538 | A | \$ 50.42 | 151,442 (2) | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------------------|-------------|---|--|
| Common stock | | | | | | | | |
| Common stock | 05/01/2014 | S | 21,538 | D | \$ 97.3024 (5) | 129,904 (2) | D | |
| Common stock | 05/01/2014 | S | 4,650 | D | \$ 98.9124 (6) | 125,254 (2) | D | |
| Common stock | 05/01/2014 | S | 3,350 | D | \$ 99.4897 (7) | 121,904 (2) | D | |
| Common stock | 05/01/2014 | S | 29,427 | D | \$ 97.7581 (8) | 92,477 (2) | D | |
| Common stock | 05/01/2014 | S | 573 | D | \$ 98.5746 (9) | 91,904 (2) | 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.

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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 (10) | \$ 50.42 | 04/30/2014 | | M | 25,359 | 03/01/2009 | 03/01/2017 | Common stock | 25,359 |
| Options to purchase common | \$ 50.42 | 05/01/2014 | | M | 29,538 | 03/01/2009 | 03/01/2017 | Common stock | 29,538 |

stock ⁽¹⁰⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRUBBS ROBERT W 1665 BROADLAND LANE LAKE FOREST, IL 60045 | X | | | |

Signatures

Michele Nelson, by power of
attorney

05/02/2014

__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) This is the weighted average for sale prices ranging from \$97.76 to \$98.60. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (2) Includes 15,971 common stock units.
- (3) This is the weighted average for sale prices ranging from \$98.85 to \$98.9475. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (4) This is the weighted average for sale prices ranging from \$98.00 to \$98.1925. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (5) This is the weighted average for sale prices ranging from \$97.00 to \$97.88. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (6) This is the weighted average for sale prices ranging from \$98.18 to \$99.17. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (7) This is the weighted average for sale prices ranging from \$99.175 to \$99.83. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (8) This is the weighted average for sale prices ranging from \$97.50 to \$98.46. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (9) This is the weighted average for sale prices ranging from \$98.50 to \$98.68. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.
- (10) These options were previously reported as covering an aggregate of 45,405 shares at an exercise price of \$60.95. The exercise price and totals have been adjusted pursuant to an anti-dilution provisions triggered by cash dividends from October 2010, May 2012 and December 2013.

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.