

ANIXTER INTERNATIONAL INC
 Form 4
 February 03, 2017

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 *
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)
4025 HOWARD AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2017

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

WESTERN SPRINGS, IL 60558
 (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 Indirect Beneficial Ownership (Instr. 4)
Common stock	02/01/2017		M	17,862 A	\$ 54.08 113,544 ⁽¹⁾	D	
Common stock	02/01/2017		S	15,467 D	\$ 83.4956 98,077 ⁽¹⁾ ⁽²⁾	D	
Common stock	02/01/2017		S	1,895 D	\$ 84.3615 96,182 ⁽¹⁾ ⁽³⁾	D	
Common stock	02/01/2017		S	500 D	\$ 85.5 95,682 ⁽¹⁾ ⁽⁴⁾	D	

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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)	Amount or Number of Shares
Options to purchase common stock ⁽⁵⁾	\$ 54.08	02/01/2017		M	17,862	06/30/2008 03/01/2018	Common stock	17,862

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRUBBS ROBERT W 4025 HOWARD AVE WESTERN SPRINGS, IL 60558		X		

Signatures

Michele Nelson, by power of attorney
Date: 02/03/2017

__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) Includes 23,249 common stock units.
- (2) This is the weighted average for sale prices ranging from \$83.10 to \$84.00. 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.
- (3) This is the weighted average for sale prices ranging from \$84.10 to \$85.00. 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.

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- (4) All shares sold at the price of \$85.50.

This option was previously reported as covering 14,774 shares at an exercise price of \$65.39. The exercise price and number of shares (5) have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividends paid October 2010, May 2012 and January 2014.

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.