

LETHAM DENNIS J
Form 4
December 17, 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 *
LETHAM DENNIS J

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)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive VP-Finance & CFO

C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD

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

(Street)

GLENVIEW, IL 60026

(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 or Price		
Common Stock	12/15/2010		M		3,518 ⁽¹⁾	A	\$ 20.21 235,151 ⁽²⁾ D
Common Stock	12/15/2010		S		3,318 ⁽¹⁾	D	\$ 58.7764 ⁽³⁾ 231,833 ⁽²⁾ D
Common Stock	12/15/2010		S		200 ⁽¹⁾	D	\$ 59.16 ⁽⁴⁾ 231,633 ⁽²⁾ D
Common Stock	12/15/2010		M		6,235 ⁽¹⁾	A	\$ 21 237,868 ⁽²⁾ D
	12/15/2010		S			D	232,633 ⁽²⁾ D

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Common Stock			5,235 (1)		\$ 58.7297 (5)		
Common Stock	12/15/2010	S	1,000 (1)	D	\$ 59.132 (6)	231,633 (2)	D
Common Stock	12/16/2010	M	3,180 (1)	A	\$ 20.21	234,813 (2)	D
Common Stock	12/16/2010	F	1,912 (7)	D	\$ 59.225	232,901 (2)	D

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

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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. Amount or Number of Shares
Options to purchase common stock	\$ 20.21	12/15/2010		M	3,518	02/14/2002 02/14/2011	Common stock	3,518
Options to purchase common stock	\$ 21	12/15/2010		M	6,235	02/21/2003 02/21/2012	Common stock	6,235
Options to purchase common stock	\$ 20.21	12/16/2010		M	3,180	02/14/2002 02/14/2011	Common stock	3,180

