

WESCO INTERNATIONAL INC

Form 4

February 26, 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 *
LIN SANDRA BEACH

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2014

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

225 WEST STATION SQUARE DRIVE, SUITE 700

(Street)

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

PITTSBURGH, PA 15219

(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 (D) or Price (A)		
WESCO International, Inc. Common Stock	02/24/2014		M		2,500 A \$ 69	7,823	D
WESCO International, Inc. Common Stock	02/24/2014		D		2,019 D \$ 85.44	5,804	D
WESCO International, Inc. Common Stock	02/24/2014		M		3,500 A \$ 60.45	9,304	D

Stock

WESCO

International,
Inc. Common
Stock

02/24/2014

D

2,477

D

\$ 85.44

6,827

D

WESCO

International,
Inc. Common
Stock

02/25/2014

S

1,504

D

\$
84.6933
(1)

5,323

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)

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
Stock Appreciaion Right	\$ 69	02/24/2014		M	2,500	<u>(2)</u> 07/01/2016	Common Stock	2,500	
Stock Appreciaion Right	\$ 60.45	02/24/2014		M	3,500	<u>(3)</u> 07/01/2017	Common Stock	3,500	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LIN SANDRA BEACH
225 WEST STATION SQUARE DRIVE
SUITE 700
PITTSBURGH, PA 15219

X

Signatures

/s/ William W. Cline II, as
Attorney-in-Fact

02/26/2014

__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).

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$84.65 to \$84.766. Ms. Beach

- (1) Lin 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 purchased at each price within the range.
- (2) The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on July 1, 2009.
- (3) The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on July 1, 2010.

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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