

WESCO INTERNATIONAL INC

Form 4

February 27, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRAILER DANIEL A

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**

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP, Investor Rel. & Corp. Affairs

(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	(A) or (D)	Price
WESCO International Common Stock	02/25/2014		M		7,500	A	\$ 69
					20,503	D	
WESCO International Common Stock	02/25/2014		M		8,000	A	\$ 60.45
					28,503	D	
WESCO International Common Stock	02/25/2014		M		2,000	A	\$ 33.05
					30,503	D	

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Stock

WESCO

International
Common
Stock

02/25/2014

D

12,636

D

\$ 84.47

17,867

D

WESCO

International
Common
Stock

02/25/2014

F

1,543

D

\$ 84.47

16,324

D

WESCO

International
Common
Stock

02/26/2014

S

3,321

D

\$
84.5105
(1)

13,003

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Appreciation Right	\$ 69	02/25/2014		M	7,500	(2) 07/01/2016	Common Stock	7,500
Stock Appreciation Right	\$ 60.45	02/25/2014		M	8,000	(3) 07/01/2017	Common Stock	8,000
Stock Appreciation Right	\$ 33.05	02/25/2014		M	2,000	(4) 07/01/2020	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAILER DANIEL A 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219			VP,Investor Rel.& Corp.Affairs	

Signatures

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

02/27/2014

__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 \$84.51 to \$84.511. Mr. Brailer

(1) 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.

(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.

(4) The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on July 1, 2013.

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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