LETHAM DENNIS J

Form 4

February 16, 2007

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction 1(b).

(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)			
,	(First) (Middle) INTERNATIONAL RIOT BLVD	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2007	Director 10% Owner Officer (give title Other (specify below) Senior VP-Finance & CFO			
	Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

GLENVIEW, IL 60026

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	02/15/2007		Code V M	Amount 3,668	(D)	Price \$ 14.91	(Instr. 3 and 4) 125,234 (1)	D	
Common Stock	02/15/2007		S(2)	68	D	\$ 59.73	125,166 (1)	D	
Common Stock	02/15/2007		S(2)	100	D	\$ 59.57	125,066 (1)	D	
Common Stock	02/15/2007		S(2)	100	D	\$ 59.6	124,966 (1)	D	
Common Stock	02/15/2007		S(2)	100	D	\$ 59.62	124,866 (1)	D	

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Common Stock	02/15/2007	S(2)	300	D	\$ 59.63	124,566 <u>(1)</u>	D
Common Stock	02/15/2007	S(2)	300	D	\$ 59.64	124,266 (1)	D
Common Stock	02/15/2007	S(2)	200	D	\$ 59.65	124,066 (1)	D
Common Stock	02/15/2007	S(2)	200	D	\$ 59.67	123,866 (1)	D
Common Stock	02/15/2007	S(2)	300	D	\$ 59.69	123,566 (1)	D
Common Stock	02/15/2007	S(2)	100	D	\$ 59.71	123,466 (1)	D
Common Stock	02/15/2007	S(2)	100	D	\$ 59.72	123,366 (1)	D
Common Stock	02/15/2007	S(2)	300	D	\$ 59.73	123,066 (1)	D
Common Stock	02/15/2007	S(2)	200	D	\$ 59.74	122,866 (1)	D
Common Stock	02/15/2007	S(2)	100	D	\$ 59.75	122,766 (1)	D
Common Stock	02/15/2007	S(2)	300	D	\$ 59.77	122,466 <u>(1)</u>	D
Common Stock	02/15/2007	S(2)	200	D	\$ 59.78	122,266 (1)	D
Common Stock	02/15/2007	S(2)	100	D	\$ 59.81	122,166 (1)	D
Common Stock	02/15/2007	S(2)	200	D	\$ 59.82	121,966 (1)	D
Common Stock	02/15/2007	S(2)	200	D	\$ 59.86	121,766 (1)	D
Common Stock	02/15/2007	S(2)	100	D	\$ 59.92	121,666 <u>(1)</u>	D
Common Stock	02/15/2007	S(2)	100	D	\$ 59.96	121,566 <u>(1)</u>	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		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	\$ 14.91	02/15/2007		M	3,668	02/18/1999	02/18/2008	Common stock	3,668

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LETHAM DENNIS J C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026

Senior VP-Finance & CFO

Signatures

Michele Nelson, attorney-in-fact 02/16/2007

**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) Total includes 56,813 common stock units.
- (2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated April 27, 2006.

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.

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