

ANIXTER INTERNATIONAL INC

Form 4

May 17, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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 ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior 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)
____X____ 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	(A) or (D) Price			
Common Stock	05/15/2006		M		3,332	A \$ 13.25	126,862 ⁽¹⁾	D	
Common Stock	05/15/2006		S ⁽²⁾		200	D \$ 49.55	126,662 ⁽¹⁾	D	
Common Stock	05/15/2006		S ⁽²⁾		200	D \$ 49.61	126,462 ⁽¹⁾	D	
Common Stock	05/15/2006		S ⁽²⁾		200	D \$ 49.66	126,262 ⁽¹⁾	D	
Common Stock	05/15/2006		S ⁽²⁾		200	D \$ 49.71	126,062 ⁽¹⁾	D	

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Common Stock	05/15/2006	S ⁽²⁾	632	D	\$ 49.75	125,430 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	400	D	\$ 49.76	125,030 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	200	D	\$ 49.77	124,830 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	200	D	\$ 49.79	124,630 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	100	D	\$ 49.83	124,530 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	200	D	\$ 49.85	124,330 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	300	D	\$ 49.9	124,030 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	100	D	\$ 49.93	123,930 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	200	D	\$ 49.97	123,730 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	100	D	\$ 50	123,630 ⁽¹⁾	D
Common Stock	05/15/2006	S ⁽²⁾	100	D	\$ 50.03	123,530 ⁽¹⁾	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)	8. Amount or Number of Shares
	\$ 13.25	05/15/2006		M	3,332	01/17/1998 01/17/2007		3,332

Options
to
purchase
common
stock

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LETHAM DENNIS J C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026			Senior VP-Finance & CFO	

Signatures

John A. Dul, by power of
attorney

05/15/2006

__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 63,479 common stock units.

(2) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1(c) sales plan dated May 9, 2005.

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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