

ANIXTER INTERNATIONAL INC
Form 4
February 15, 2006

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 *
MENO PHILIP F

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
 Officer (give title below) ___ Other (specify below)
Vice President-Taxes

C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD

(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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/13/2006		F	295 ⁽¹⁾ D \$ 45.03	8,410 ⁽²⁾	D	
Common Stock	02/14/2006		M	6,435 A \$ 14.91	14,845 ⁽²⁾	D	
Common Stock	02/14/2006		M	5,849 A \$ 10.85	20,694 ⁽²⁾	D	
Common Stock	02/14/2006		S	784 D \$ 46.21	19,910 ⁽²⁾	D	
Common Stock	02/14/2006		S	600 D \$ 46.13	19,310 ⁽²⁾	D	

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Common Stock	02/14/2006	S	6,200	D	\$ 46.12	13,110 ⁽²⁾	D
Common Stock	02/14/2006	S	100	D	\$ 46.11	13,010 ⁽²⁾	D
Common Stock	02/14/2006	S	1,200	D	\$ 46.1	11,810 ⁽²⁾	D
Common Stock	02/14/2006	S	1,900	D	\$ 46.09	9,910 ⁽²⁾	D
Common Stock	02/14/2006	S	1,500	D	\$ 46.08	8,410 ⁽²⁾	D

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

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(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
Options to purchase common stock ⁽³⁾	\$ 14.91	02/14/2006		M	6,435	02/18/1999 02/18/2008	Common Stock	6,435
Options to purchase common stock ⁽⁴⁾	\$ 10.85	02/14/2006		M	5,849	03/01/2000 03/01/2009	Common stock	5,849

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MENO PHILIP F
C/O ANIXTER INTERNATIONAL INC.
2301 PATRIOT BLVD
GLENVIEW, IL 60026

Vice
President-Taxes

Signatures

John A. Dul, by power of
attorney

02/15/2006

__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) Number of shares being withheld by issuer for tax liabilities triggered when previously granted restricted stock units converted to shares of common stock.
 - (2) Total includes 7,000 common stock units.

This option was previously reported as covering 5,500 shares at an exercise price of \$17.4375. The exercise price and totals have been
 - (3) adjusted pursuant to an anti-dilution provisions triggered by an extraordinary cash dividends paid on March 31, 2004 and October 31, 2005.

This option was previously reported as covering 5,000 shares at an exercise price of \$12.6875. The exercise price and totals have been
 - (4) adjusted pursuant to an anti-dilution provisions triggered by an extraordinary cash dividends paid on March 31, 2004 and October 31, 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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