

GOODWIN WILLIAM M  
Form 4  
May 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GOODWIN WILLIAM M

2. Issuer Name and Ticker or Trading Symbol  
WESCO INTERNATIONAL INC  
[WCC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VICE PRESIDENT, OPERATIONS

(Last) (First) (Middle)  
  
225 WEST STATION SQUARE  
DRIVE, SUITE 700  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/03/2006

PITTSBURGH, PA 15219

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
WESCO International Common Stock	05/03/2006	05/03/2006	M		10,000	A	\$ 24.02
WESCO International Common Stock	05/03/2006	05/03/2006	D		3,126	D	\$ 76.85
WESCO International Common	05/03/2006	05/03/2006	F		2,973	D	\$ 43,153 78.65

Stock

WESCO

International Common Stock	05/04/2006	05/04/2006	S	301	D	\$ 77.3	42,852	D
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WESCO

International Common Stock	05/04/2006	05/04/2006	S	2,500	D	\$ 77.05	40,352	D
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WESCO

International Common Stock	05/04/2006	05/04/2006	S	1,100	D	\$ 77.25	39,252	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 24.02	05/03/2006	05/03/2006	M	10,000	09/29/2005	09/29/2014	Common Stock	10,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GOODWIN WILLIAM M  
225 WEST STATION SQUARE DRIVE, SUITE  
700  
PITTSBURGH, PA 15219

VICE PRESIDENT,  
OPERATIONS

## Signatures

/s/ William M.  
Goodwin

05/04/2005

\*\*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).

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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