

ANIXTER INTERNATIONAL INC  
 Form 4  
 February 03, 2017

**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 \*  
**GRUBBS ROBERT W**

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)  
**4025 HOWARD AVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/01/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**WESTERN SPRINGS, IL 60558**  
 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	02/01/2017		M		17,862	A	\$ 54.08
							113,544 <sup>(1)</sup>
Common stock	02/01/2017		S		15,467	D	\$ 83.4956
							98,077 <sup>(1)</sup>
							<sup>(2)</sup>
Common stock	02/01/2017		S		1,895	D	\$ 84.3615
							96,182 <sup>(1)</sup>
							<sup>(3)</sup>
Common stock	02/01/2017		S		500	D	\$ 85.5
							95,682 <sup>(1)</sup>
							<sup>(4)</sup>



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- (4) All shares sold at the price of \$85.50.

This option was previously reported as covering 14,774 shares at an exercise price of \$65.39. The exercise price and number of shares (5) have been adjusted pursuant to an anti-dilution provision triggered by an extraordinary cash dividends paid October 2010, May 2012 and January 2014.

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.