GOODWIN WILLIAM M

Form 4

February 22, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * GOODWIN WILLIAM M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

WESCO INTERNATIONAL INC

(Check all applicable)

[WCC]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/21/2006

Director 10% Owner X_ Officer (give title Other (specify

below)

VICE PRESIDENT, OPERATIONS

225 WEST STATION SQUARE

(Street)

DRIVE, SUITE 700

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

PITTSBURGH, PA 15219

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or

(Instr. 3 and 4) Code V Amount (D) Price

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.

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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount Underlying Securities

Edgar Filing: GOODWIN WILLIAM M - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sha
Option for WESCO International Common Stock	\$ 55.54	02/21/2006	02/21/2006	X		3,500	08/22/2004	08/22/2013	WESCO International Common Stock	3,
Option for WESCO International Common Stock	\$ 55.46	02/21/2006	02/21/2006	X		4,500	08/22/2004	08/22/2013	WESCO International Common Stock	4,
Option for WESCO International Common Stock	\$ 55.4	02/21/2006	02/21/2006	X		2,000	08/22/2004	08/22/2013	WESCO International Common Stock	2,

Reporting Owners

Reporting Owner Name / Address

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. O2/22/2006 Goodwin

**Signature of Reporting Date
Person

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. 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.

Reporting Owners 2