Lazzaris Diane Form 4 February 21, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or

Check this box

if no longer

Form 5 obligations may continue.

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

See Instruction

(Middle)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Lazzaris Diane

(Last)

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

WESCO INTERNATIONAL INC

[WCC]

3. Date of Earliest Transaction

(Month/Day/Year) 02/16/2012

5. Relationship of Reporting Person(s) to

Issuer

Director

(Check all applicable)

10% Owner

225 WEST STATION SQUARE

(First)

(Street)

DRIVE, SUITE 700

4. If Amendment, Date Original

Filed(Month/Day/Year)

X\_ Officer (give title Other (specify below)

Vice President, Legal Affairs

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)

5. Amount of Securities Beneficially Owned Following Reported

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

(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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of **Underlying Securities** 

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securiti Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of	(Month/Day/Year)		(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 64.33	02/16/2012		A		6,681		<u>(1)</u>	02/16/2022	Common Stock	6,681
Restricted Stock Units	(2)	02/16/2012		A		1,165		(3)	(3)	Common Stock	1,165

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lazzaris Diane 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219

Vice President, Legal Affairs

# **Signatures**

/s/ Samantha L. O'Donoghue, as Attorney-in-Fact

02/21/2012 Date

\*\*Signature of Reporting 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).
- (1) The Stock Appreciation Right becomes exercisabe in three (3) equal, annual installments beginning on the first anniversary of the date of grant.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of WESCO Common Stock.
- (3) The Restricted Stock Units vest in three years from the date of the grant.

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.

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