#### WINDROW KIMBERLY G

Form 4

February 25, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

Check this box

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)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* WINDROW KIMBERLY G

225 WEST STATION SQUARE

2. Issuer Name and Ticker or Trading

Issuer

Symbol WESCO INTERNATIONAL INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[WCC]

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

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

(Month/Day/Year)

02/21/2013

Vice President, Human Resources

DRIVE, SUITE 700

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

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 Ownership (I) (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 (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

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

### Edgar Filing: WINDROW KIMBERLY G - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	)	Securities (Month/D 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	Amount or Number of Shares
Stock Appreciation Rights	\$ 72.15	02/21/2013		A		7,180		<u>(1)</u>	02/21/2023	Common Stock	7,180
Restricted Stock Units	(2)	02/21/2013		A		1,247		(3)	(3)	Common Stock	1,247

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WINDROW KIMBERLY G 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219

Vice President, Human Resources

## **Signatures**

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

02/25/2013

\*\*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) Each Stock Appreciation Right becomes exercisable 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.

Reporting Owners 2