WESCO INTERNATIONAL INC

Form 4

December 11, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

UTTER LYNN M

2. Issuer Name and Ticker or Trading

Symbol

[WCC]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

WESCO INTERNATIONAL INC

(Last) (First)

(Street)

(State)

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

X_ Director Officer (give title below)

10% Owner Other (specify

225 WEST STATION SQUARE

(Middle)

DRIVE, SUITE 700

(City)

(Instr. 3)

4. If Amendment, Date Original

12/11/2015

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 (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

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

Reported Transaction(s) (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.

(A)

or

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

6. Date Exercisable and **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)	Securities Acquire (A) or Disposed o (D) (Instr. 3, 4, and 5)	f	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Deferred Share Units (1)	<u>(2)</u>	12/11/2015	12/11/2015	A	1,244.2698	(2)	(2)	Common Stock	1,244.26	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

UTTER LYNN M

225 WEST STATION SQUARE DRIVE SUITE 700

PITTSBURGH, PA 15219

Signatures

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

12/11/2015

**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) Deferred Share Units are credited to an account in the reporting person's name maintained by WESCO International.
- Each Deferred Share Unit is the economic equivalent of one share of WESCO International common stock. The Deferred Share Unit

 (2) Account balance becomes eligible for distribution, only in the form of WESCO International common stock, upon termination of service as a Director.
- (3) The price is based on the average of the high and low trading prices for WESCO International's common stock as of the first trading day in January of 2015.

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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