

WESCO INTERNATIONAL INC
 Form 4
 November 22, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Lazzaris Diane

2. Issuer Name and Ticker or Trading Symbol
 WESCO INTERNATIONAL INC
 [WCC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP and General Counsel

(Last) (First) (Middle)
 225 WEST STATION SQUARE
 DRIVE, SUITE 700
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/21/2016

PITTSBURGH, PA 15219

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
WESCO International Common Stock	11/21/2016		M		15,017	A	\$ 33.05
WESCO International Common Stock	11/21/2016		D		7,677	D	\$ 64.65
WESCO International Common	11/21/2016		F		2,312	D	\$ 64.65

Stock

WESCO
International
Common
Stock

11/22/2016	S	5,028	D	\$ 64.65 <u>(1)</u>	8,525	D
------------	---	-------	---	---------------------------	-------	---

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 33.05	11/21/2016		M	15,017	<u>(2)</u>	07/01/2020	Common Stock	15,017

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

SVP and General Counsel

Signatures

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

11/22/2016

__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).

Edgar Filing: WESCO INTERNATIONAL INC - Form 4

- (1) All 5,028 shares were sold at an execution price of \$64.65.
- (2) The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on July 1, 2011.

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.