LETHAM DENNIS J
Form 4
January 20, 2010

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LETHAM DENNIS J

(Last) (First) (Middle)

C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ANIXTER INTERNATIONAL INC [AXE]

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive VP-Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/15/2010		M		4,067 (1)	A	$ 17.47	205,562 (2)	D	
Common Stock	01/15/2010		F		2,264 (3)	D	$ 47.19	203,298 (2)	D	
Common Stock	01/15/2010		M		3,300 (4)	A	$ 21.54	206,598 (2)	D	
Common Stock	01/15/2010		S		3,300 (4)	D	$ 47.0416 (5)	203,298 (2)	D	
	01/19/2010		M			A	$ 21.54	206,598 (2)	D	

Common Stock				3,300 (4)					
Common Stock	01/19/2010		F	2,041 (3)	D	$ 46.915	204,557 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		8 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to purchase common stock	$ 17.47	01/15/2010		M			4,067	02/18/2001	02/18/2010	Common stock	4,067	
Options to purchase common stock	$ 21.54	01/15/2010		M			3,300	02/14/2002	02/14/2011	Common stock	3,300	
Options to purchase common stock	$ 21.54	01/19/2010		M			3,300	02/14/2002	02/14/2011	Common stock	3,300	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LETHAM DENNIS J
C/O ANIXTER INTERNATIONAL INC.
2301 PATRIOT BLVD
GLENVIEW, IL 60026

Executive VP-Finance & CFO

Signatures

Michele Nelson, by power of attorney — 01/20/2010

**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) Transaction pursuant to the exercise of an option under a Rule 10b5-1(c) trading plan dated November 7, 2008, revised February 19, 2009.

(2) Total Includes 75,720 common stock units.

(3) Number of shares being withheld by issuer for exercise price and tax liabilities triggered when previously granted stock options were exercised.

(4) Transaction pursuant to the exercise of an option under a Rule 10b5-1(c) trading plan dated July 30, 2009.

(5) This is the weighted average for sale prices ranging from $46.76 to $47.75. Upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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