

ANIXTER INTERNATIONAL INC
Form 4
March 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
DUL JOHN A

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

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

(Last) (First) (Middle)
C/O ANIXTER INTERNATIONAL INC., 2301 PATRIOT BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP, General Counsel & Secretary

GLENVIEW, IL 60026

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

(City) (State) (Zip)

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 or (D) Price		
Common stock	03/21/2011		M		2,500 ⁽¹⁾ \$ 21	D	
Common stock	03/21/2011		S		2,500 ⁽¹⁾ \$ 68.8048 ⁽³⁾	D	
Common stock	03/21/2011		S		3,075 ⁽¹⁾ \$ 68.7783 ⁽³⁾	D	
Common stock	03/21/2011		G	V	200 ⁽¹⁾ \$ 0	D	

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

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(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. Amount or Number of Shares
Options to purchase common stock ⁽⁴⁾	\$ 21	03/21/2011		M	2,500	02/21/2003 02/21/2012	Common stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUL JOHN A C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD. GLENVIEW, IL 60026			VP, General Counsel & Secretary	

Signatures

Michele Nelson, by power of attorney
Date: 03/23/2011

**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) The transactions covered by this Form 4 are pursuant to a Rule 10b5-1(c) sales plan dated February 18, 2011.
- (2) Includes 11,322 common stock units.
- (3)

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This is the weighted average for sale prices ranging from \$68.19 to \$69.08. 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.

- These options were previously reported as covering 8,000 shares at an exercise price of \$26.20. The exercise price and balance of options
- (4) have been adjusted pursuant to anti-dilution provisions triggered by extraordinary cash dividends paid on March 31, 2004, October 31, 2005 and October 28, 2010.

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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