

ANIXTER INTERNATIONAL INC  
 Form 4  
 May 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**THEOBALD THOMAS C**

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)

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

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

8 SOUND SHORE DRIVE, SUITE 285

05/01/2009

(Street)

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

GREENWICH, CT 06830

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 05/01/2009                           |  | S                              | 2,000   | D   | \$ 39.2233 (1)   | 62,384 (2) D  |
| Common Stock                    | 05/04/2009                           |  | S                              | 2,000   | D   | \$ 39.1879 (3)   | 60,384 (2) D  |
| Common Stock                    |                                      |  |                                |   |   |  | 3,000 (4) I   |
| Common Stock                    |                                      |  |                                |   |   |  | 1,500 (5) I   |
|                                 |                                      |  |                                |   |   |  | Held in trust for son.                                |
|                                 |                                      |  |                                |   |   |  | Held by   |



## 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) This is the weighted average for sale prices ranging from \$39.16 to \$39.2710. 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.
- (2) Includes 9,451 common stock units.
- (3) This is the weighted average for sale prices ranging from \$38.97 to \$39.46. 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.
- (4) These shares are held in trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of these securities.
- (5) These shares are held by reporting person's adult child. The reporting person disclaims beneficial ownership of these securities.
- (6) These shares are held in a custody account for minor child. The reporting person disclaims beneficial ownership of these securities.

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.