

ANIXTER INTERNATIONAL INC
 Form 4
 October 02, 2008

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 *
ZELL SAMUEL

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)
TWO NORTH RIVERSIDE PLAZA, SUITE 600
 (Street)
CHICAGO, IL 60606
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2008

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 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 (D) Price | | | |
| Common stock | 10/01/2008 | | A | V <u>1,261</u> ⁽¹⁾ A \$ 0 | 4,961,696 ⁽²⁾ | D | |
| Common stock | 09/10/2008 | | G | V <u>28,700</u> ⁽³⁾ D \$ 0 | 4,961,696 ⁽⁴⁾ | D | |
| Common stock | | | | | 1,000 | I | Held in trust by spouse |

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

SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606 | X | X | | |

Signatures

Michele Nelson, by power of attorney
Date: 10/02/2008

**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) Stock units convert to common stock on a 1-for-1 basis at a time determined prior to the grant.
Total includes 34,299 of common stock units. Total also includes 4,758,322 shares of common stock held by limited liability companies owned indirectly by trusts established for the benefit of Samuel Zell and members of his family. The trustee of each of those trusts is Chai Trust Company, L.L.C. Mr. Zell does not have voting or dispositive power over such shares and disclaims beneficial ownership thereof.
- (3) Gift to SZ Intervivos QTIP Trust, established for the benefit of Samuel Zell family members and the Zell Family Foundation. The trustee for this trust is Chai Trust Company, L.L.C.
Total includes 34,299 of common stock units. Total also includes 4,787,022 shares of common stock held by limited liability companies owned indirectly by trusts established for the benefit of Samuel Zell and members of his family. The trustee of each of those trusts is Chai Trust Company, L.L.C. Mr. Zell does not have voting or dispositive power over such shares and disclaims beneficial ownership thereof.

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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