

] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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# 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(f) of the Investment Company Act of 1940

1. Name and Add		1				ier Name							5. Relation (Check all			Person(s)	to Issuer
THEOBALD	THOM	lAS (	C	[	ANL	XTER E 1		XI'	VAII	JIN	AL	INC	<b>X</b> Dire	ctor	-	10%	Owner
(Last)	(First)		(Middle)	3				est Transaction (MM/DD/YYYY)			Office below)	Officer (give title below)			Other (specify		
303 W. MAD	ISON, S	SUIT	E 1200				7/1/	20	005								
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)					
CHICAGO, I	L 60600 (State)		(Zip)												Reporting Per		n
		Tab	ole I - Non	-Deri	vativ	e Securi	ties Acq	ui	red, Di	spo	sed o	f, or I	Beneficiall <sub>y</sub>	y Owned			
1.Title of Security (Instr. 3)		2. To	rans. e	2A. Deemed Execution Date, if	Code		Acquired (A) or F		Follov	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership of Inc Form: Bene Direct (D) Owner	7. Nature of Indirect Beneficial Ownership			
						any	Code	v	Amount	(A) or (D)	Price	;				(I) (Instr. 4)	(Instr. 4)
common stock				7/1/	/2005		A		841 (1)	A	\$0.00		54	158 <sup>(2)</sup>		D	
Tab	ole II - De	rivati	ive Securi	ties B	enefi	cially O	wned ( e	.g.	, puts,	cal	ls, w	arran	ts, options	, convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Trans.	Execution C	rans.			6. Date Exercisab and Expiration Da		on Date	ate Securities Undo Derivative Secu (Instr. 3 and 4)		Underly e Securi nd 4)	ying ty	(Instr. 5)	of derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				ode V	(A)	(D)	Date Exercisabl	Expiration Date Title Amount or Shares			Number of		(s) (Instr. 4)				

#### **Explanation of Responses:**

- (1) Stock units convert to common stock on a 1-for-1 basis at a time determined at the time of the grant.
- (2) Total Includes 7,353 common stock units

**Reporting Owners** 

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
THEOBALD THOMAS C								
303 W. MADISON	$\mathbf{x}$							
SUITE 1200	<b>A</b>							
CHICAGO, IL 60606								

# **Signatures**

John A, Dul, by power of attorney

7/6/2005

<sup>\*\*</sup> Signature of Reporting Person

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

- \* 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).

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

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.

## POWER OF ATTORNEY

## TO SIGN FORMS 4 AND 5

The undersigned director/officer of Anixter International Inc. hereby authorizes John Dul, James Knox or Dennis Letham to sign on behalf of the undersigned any Forms 4 and 5 that are required to be filed from time to time with the Securities and Exchange Commission. Such forms shall be completed from the information furnished by me to the Company and the information in the Company's records. This authority shall continue in effect until revoked.

Dated this 3rd day of September, 2002.

Signed: Thomas C. Theobald

Printed

Name: Thomas C. Theobald