

ANIXTER INTERNATIONAL INC
Form 4
August 31, 2015

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 *
CHAI TRUST CO LLC

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)

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2015

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

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$1.00 par value | 08/27/2015 | | S | | 1,850,000 | D | \$ 60.5976 (1) |
| Common Stock, \$1.00 par value | | | | | | | 1,797,147 |
| Common Stock, \$1.00 par value | | | | | | | 55,587 |
| Common Stock, \$1.00 par value | | | | | | | 55,588 |

See Footnotes (2) (5) (7)

See Footnotes (3) (5) (7)

See Footnotes (4) (5) (7)

value

Common
Stock,
\$1.00 par
value

28,700

I (6) (7)

See
Footnotes
(6) (7)

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 required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAI TRUST CO LLC TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606 | | X | | |
| SAMSTOCK SIT LLC TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606 | | X | | |

Signatures

Samstock/SIT, L.L.C., By: /s/ Philip G. Tinkler, Vice President

08/31/2015

**Signature of Reporting Person

Date

Chai Trust Company, LLC, By: /s/ Philip G. Tinkler, Chief Financial Officer

08/31/2015

__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).

Samstock/SIT, L.L.C. ("SIT") sold 1,850,000 shares of Common Stock, at a price equal to the average of the highest and lowest quoted selling prices on the New York Stock Exchange of one share of Common Stock as of the date of the transaction, to Samstock/SZRT,

(1) L.L.C., a Delaware limited liability company whose sole member is the Samuel Zell Revocable Trust ("Samuel Zell Trust"). Samuel Zell is the sole trustee and beneficiary of the Samuel Zell Trust. Additional details on the transaction are available in Amendment Nos. 29 and 30 to the Schedule 13D filed by SIT on August 13 and 31, 2015, respectively.

(2) These shares of Common Stock are beneficially owned by SIT, a Delaware limited liability company.

(3) These shares of Common Stock are beneficially owned by Samstock/Alpha, L.L.C., a Delaware limited liability company ("Alpha").

(4) These shares of Common Stock are beneficially owned by Samstock/ZFT, L.L.C., a Delaware limited liability ("ZFT").

Each of SIT, Alpha and ZFT is indirectly owned and controlled by various trusts established for the benefit of Samuel Zell and his family

(5) (the "Trusts"). The trustee of each of the Trusts is Chai Trust Company, LLC ("Chai Trust"). Samuel Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over any shares beneficially owned by Chai Trust.

(6) These shares of Common Stock are beneficially owned by SZ Intervivos QTIP Trust, the trustee of which is Chai Trust. Samuel Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over any shares beneficially owned by Chai Trust.

(7) Samuel Zell disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein.

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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