

WESCO INTERNATIONAL INC
 Form 4
 March 06, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 DUGANIER ALLAN A

2. Issuer Name and Ticker or Trading Symbol
 WESCO INTERNATIONAL INC
 [WCC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Director of Internal Audit

(Last) (First) (Middle)
 225 WEST STATION SQUARE
 DRIVE, SUITE 700
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/04/2014

PITTSBURGH, PA 15219

(City) (State) (Zip)

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

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	(A) or (D)	Price
WESCO International, Inc. Common Stock	03/04/2014		M		2,082	A	\$ 60.05
WESCO International, Inc. Common Stock	03/04/2014		M		1,311	A	\$ 64.33
WESCO International, Inc. Common Stock	03/04/2014		M		532	A	\$ 72.15

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Stock

WESCO

International,
Inc. Common
Stock

03/04/2014

D

2,891

D

\$ 85.73

2,691

D

WESCO

International,
Inc. Common
Stock

03/04/2014

F

336

D

\$ 85.73

2,355

D

WESCO

International,
Inc. Common
Stock

03/05/2014

S

1,355

D

\$
85.5007
(1)

1,000

D

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

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SEC 1474
(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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Appreciation Right	\$ 60.05	03/04/2014		M	2,082	<u>(2)</u> 02/16/2021	Common Stock	2,082
Stock Appreciation Right	\$ 64.33	03/04/2014		M	1,311	<u>(3)</u> 02/16/2022	Common Stock	1,311
Stock Appreciation Right	\$ 72.15	03/04/2014		M	532	<u>(4)</u> 02/21/2023	Common Stock	532

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUGANIER ALLAN A 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219			Director of Internal Audit	

Signatures

/s/ Samantha L. O'Donoghue, as
Attorney-In-Fact

03/06/2014

__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).

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$85.00 to \$85.504. Mr.

- (1) Duganier will provide, upon request of the SEC staff, WESCO International, Inc., or a shareholder of WESCO International, Inc., complete information regarding the number of shares purchased at each price within the range.
- (2) The Stock Appreciation Right became exercisable in three (3) equal, annual installments beginning on February 16, 2012.
- (3) The Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on February 16, 2013.
- (4) The Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on February 21, 2014.

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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