

ENGEL JOHN
Form 4
October 26, 2012

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGEL JOHN

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)
Chairman, President & CEO

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2012

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| WESCO International, Inc. Common Stock | 10/24/2012 | | M | 25,000 A | \$ 16.82 84,784 | D | |
| WESCO International, Inc. Common Stock | 10/24/2012 | | S | 25,000 D | \$ 62.6616 59,784 (1) | D | |
| WESCO International, Inc. Common Stock | 10/25/2012 | | M | 62,500 A | \$ 16.82 122,284 | D | |

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Stock

| | | | | | | | |
|--|------------|---|--------|---|-----------------------------|---------|---|
| WESCO International, Inc. Common Stock | 10/25/2012 | S | 51,473 | D | \$ <u>62.4501</u> (2) | 70,811 | D |
| WESCO International, Inc. Common Stock | 10/25/2012 | S | 11,027 | D | \$ <u>63.0086</u> (3) | 59,784 | D |
| WESCO International, Inc. Common Stock | 10/26/2012 | M | 62,500 | A | \$ 16.82 | 122,284 | D |
| WESCO International, Inc. Common Stock | 10/26/2012 | S | 28,083 | D | \$ <u>62.5019</u> (4) | 94,201 | D |
| WESCO International, Inc. Common Stock | 10/26/2012 | S | 34,417 | D | \$ <u>63.2608</u> (5) | 59,784 | D |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option for WESCO International Common Stock (Right to Buy) | \$ 16.82 | 10/24/2012 | | M | 25,000 | <u>(6)</u> | 04/14/2014 | Common Stock | 25,000 |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|--------------|--------|
| Option for WESCO International Common Stock (Right to Buy) | \$ 16.82 | 10/25/2012 | M | 62,500 | <u>(6)</u> | 04/14/2014 | Common Stock | 62,500 |
| Option for WESCO International Common Stock (Right to Buy) | \$ 16.82 | 10/26/2012 | M | 12,500 | <u>(6)</u> | 04/14/2014 | Common Stock | 12,500 |
| Option for WESCO International Common Stock (Right to Buy) | \$ 16.82 | 10/26/2012 | M | 50,000 | <u>(7)</u> | 04/14/2014 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ENGEL JOHN 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219 | X | | Chairman, President & CEO | |

Signatures

/s/ Samantha L. O'Donoghue,
Attorney-in-fact

10/26/2012

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 \$62.40 to \$62.91. Mr. Engel (1) 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.

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$61.86 to \$62.85. Mr. Engel (2) 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.

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$62.86 to \$63.30. Mr. Engel (3) 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.

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$61.97 to \$62.945. Mr. Engel (4) 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.

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- This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$62.98 to \$63.56. Mr. Engel
- (5) 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.
 - (6) The stock options became exercisable in three (3) equal, annual installments beginning on July 14, 2005.
 - (7) The stock options vested in full on an accelerated basis as a result of WESCO International, Inc. achieving a performance-based measure for its fiscal year ended December 31, 2005. The stock options otherwise would have vested in full on January 14, 2014.

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.