

WESCO INTERNATIONAL INC
 Form 4
 February 19, 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 *
 WINDROW KIMBERLY G

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/17/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CHO

PITTSBURGH, PA 15219

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

(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
WESCO International, Inc. Common Stock	02/17/2015		A		1,610 <u>(1)</u>	A	\$ 0 9,531
WESCO International, Inc. Common Stock	02/17/2015		F		499	D	\$ 69.54 9,032

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)	Amount or Number of Shares
Stock Appreciation Rights	\$ 69.54	02/17/2015		A	12,453	(2) 02/17/2025	Common Stock	12,453
Restricted Stock Units	(3)	02/17/2015		A	1,553	(4) (4)	Common Stock	1,553

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINDROW KIMBERLY G 225 WEST STATION SQUARE DRIVE SUITE 700 PITTSBURGH, PA 15219			SVP and CHO	

Signatures

/s/ Samantha L. O'Donoghue, as
Attorney-in-Fact
Date: 02/19/2015

__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).

- Represents shares acquired upon settlement of performance shares granted in 2012 under WESCO International, Inc.'s long-term incentive plan. Each performance share represented a contingent right to receive one share of Common Stock if WESCO International, Inc. achieved specified performance goals during the three-years ended December 31, 2014.
- (1) Each Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on the first anniversary of the date of grant.
- (2) Each Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on the first anniversary of the date of grant.

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- (3) Each Restricted Stock Unit represents a right to receive one share of Common Stock.
- (4) The Restricted Stock Units vest in three years from the date of the grant.

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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