SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

| | ss of Reporting Perso | 'n* | 2. Issuer Name and Ticker or Trading Symbol WESCO INTERNATIONAL INC [WCC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--------------------------|-----------------------|----------|--|--|-----------------------------------|----------------|--|--|
| <u>VAN OSS STEPHEN A</u> | | | | X | Director | 10% Owner | | |
| P | | | | x | Officer (give title | Other (specify | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | |
| 225 WEST STA | TION SQUARE I | DRIVE | 07/01/2012 | SVP & COO | | | | |
| SUITE 700 | | | | | | | | |
| · | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicab | | | | |
| (Street) | | | | Line) | | | | |
| PITTSBURGH | PA | 15219 | | | Form filed by One Repor | ting Person | | |
| | | | | | Form filed by More than Person | One Reporting | | |
| (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) | Transaction Code (Instr. | | 4. Securities / Disposed Of (5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock | 07/01/2012 | | M ⁽¹⁾ | | 11,825 | Α | \$0.00 | 95,200 ⁽²⁾ | D | |
| Common Stock | 07/01/2012 | | F | | 4,472 | D | \$57.55 | 90,728 | D | |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (3) | 07/01/2012 | | М | | | 11,825 | (4) | (4) | Common Stock | 11,825 | \$0.00 | 0 | D | |

Explanation of Responses:

1. Reflects settlement of restricted stock units, the grant of which was previously reported on a Form 4, following the vesting of the restricted stock units.

2. This amount excludes 200 shares which inadvertently were reported in prior Form 4s as directly owned by Mr. Van Oss but which were held by two trusts for the benefit of certain family members of Mr. Van Oss. These 200 shares have been distributed to the family members of Mr. Van Oss in accordance with the terms of the applicable trusts.

3. Each restricted stock unit represents a right to receive one share of common stock.

4. The restricted stock units vested in full on July 1, 2012.

Remarks:

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

** Signature of Reporting Person

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

 \ast 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 Number.

07/03/2012 Date