

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>GOODWIN WILLIAM M</u> _____ (Last) (First) (Middle) 225 WEST STATION SQUARE DRIVE, SUITE 700 _____ (Street) PITTSBURGH PA 15219 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WESCO INTERNATIONAL INC [WCC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) VICE PRESIDENT, OPERATIONS
	3. Date of Earliest Transaction (Month/Day/Year) 01/06/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year) 01/06/2004		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
WESCO International Common Stock								135,252	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. 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 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
Option for WESCO International Common Stock	\$1.73	01/06/2004		D			165,308	(1)	07/27/2004	WESCO International Common Stock	165,308	\$6.904 ⁽²⁾	0	D	
Option for WESCO International Common Stock	\$10.75							(3)	08/06/2008	WESCO International Common Stock	127,160		127,160	D	
Option for WESCO International Common Stock	\$9.875							(4)	05/11/2010	WESCO International Common Stock	35,000		162,160	D	
Option for WESCO International Common Stock	\$4.5							(4)	12/21/2011	WESCO International Common Stock	35,000		197,160	D	
Option for WESCO International Common Stock	\$5.9	08/22/2003		A			38,000	(5)	08/22/2013	WESCO International Common Stock	38,000	\$5.9	235,160 ⁽⁶⁾	D	

Explanation of Responses:

- Options are fully vested and exercisable
- The price of the options disposed is equal to the average closing price of the Company's Common Stock on the New York Stock Exchange over a five-day trading period, less the option exercise price.
- Half of the options granted vested over a four-year time period beginning with the grant date, with the remaining half being subject to accelerated vesting based on performance. Any options not yet vested become vested effective 1/1/2008.
- Options are subject to performance vesting, with any unvested options becoming vested 90 days prior to the expiration date of such options.
- Options vest at a rate of 1/3 per year on the anniversary date of the option grant over the next three years.
- Cumulative Number of Derivative Securities Beneficially Owned column totals corrected (Table II, Item 9).

Remarks:

/s/ William M. Goodwin

01/22/2004

** Signature of Reporting Person

Date

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

* 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.

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