

GOODWIN WILLIAM M

Form 4

May 04, 2006

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 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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODWIN WILLIAM M

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VICE PRESIDENT, OPERATIONS

(Street)
PITTSBURGH, PA 15219

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
WESCO International Common Stock	05/03/2006	05/03/2006	M	10,000	A \$ 24.02	49,252	D
WESCO International Common Stock	05/03/2006	05/03/2006	D	3,126	D \$ 76.85	46,126	D
WESCO International Common	05/03/2006	05/03/2006	F	2,973	D \$ 78.65	43,153	D

Stock

WESCO

International
Common
Stock

05/04/2006

05/04/2006

S

301

D

\$ 77.3

42,852

D

WESCO

International
Common
Stock

05/04/2006

05/04/2006

S

2,500

D

\$
77.05

40,352

D

WESCO

International
Common
Stock

05/04/2006

05/04/2006

S

1,100

D

\$
77.25

39,252

D

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

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 control number.

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 24.02	05/03/2006	05/03/2006	M	10,000	09/29/2005 09/29/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

GOODWIN WILLIAM M
225 WEST STATION SQUARE DRIVE, SUITE
700
PITTSBURGH, PA 15219

VICE PRESIDENT,
OPERATIONS

Signatures

/s/ William M.
Goodwin

05/04/2005

__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).

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.