

WAY KENNETH L
Form 4
January 04, 2005

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 *
WAY KENNETH L

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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

225 WEST STATION SQUARE
DRIVE, SUITE 700

(Street)

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

PITTSBURGH, PA 15219

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| WESCO COMMON STOCK | | | | | 89,553 | 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)

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| 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 Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| WESCO COMMON STOCK | \$ 6.4 | | | | | 07/01/2005 | 07/01/2012 | WESCO COMMON STOCK |
| WESCO COMMON STOCK | \$ 6.75 | | | | | 07/01/2006 | 07/01/2013 | WESCO COMMON STOCK |
| WESCO COMMON STOCK | \$ 8.8125 | | | | | (1) | (1) | WESCO COMMON STOCK |
| WESCO COMMON STOCK | \$ 7.2813 | | | | | (1) | (1) | WESCO COMMON STOCK |
| WESCO COMMON STOCK | \$ 4.775 | | | | | (1) | (1) | WESCO COMMON STOCK |
| WESCO COMMON STOCK | \$ 5.575 | | | | | (1) | (2) | WESCO COMMON STOCK |
| WESCO COMMON STOCK | \$ 17.9 | | | | | 07/01/2007 | 07/01/2014 | WESCO COMMON STOCK |
| WESCO COMMON STOCK | \$ 9.01 | 12/31/2004 | 12/31/2004 | A | 3,329.6337 | (1) | (1) | WESCO COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WAY KENNETH L 225 WEST STATION SQUARE DRIVE, SUITE 700 PITTSBURGH, PA 15219 | X | | | |

Signatures

KENNETH L.
WAY 01/04/2005

__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).
- (1) Deferred Share Unit Account balance will be paid upon termination of services as a Director.
 - (2) Shares are credited to a Deferred Share Unit Account maintained at WESCO.

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.