SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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 193

1. Name and Address of Reporting Person [*] <u>Porwal Hemant</u>			2. Issuer Name and Ticker or Trading Symbol <u>WESCO INTERNATIONAL INC</u> [WCC]	(Check	tionship of Reporting Perso all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify			
				- X	below)	below)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		EVP Supply Chain &	,			
225 W STATION SQUARE DRIVE			02/22/2021		Ever Suppry Chain &	Operations			
SUITE 700									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicabl					
(Street)				Line)					
PITTSBURGH	DA	15219		X	Form filed by One Repor	ting Person			
PITTSBURGH	PA	15219			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)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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)		(1150.4)
WESCO International Common Stock	02/22/2021		S ⁽¹⁾		3,961	D	\$80.93 ⁽²⁾	2,658	D	
WESCO International Common Stock	02/22/2021		M ⁽³⁾		3,458	A	\$81.53	6,116	D	
WESCO International Common Stock	02/22/2021		D		2,983	D	\$80.63	3,133	D	
WESCO International Common Stock	02/22/2021		F		131	D	\$80.63	3,002	D	
WESCO International Common Stock	02/22/2021		M ⁽⁴⁾		11,684	A	\$81.53	14,686	D	
WESCO International Common Stock	02/22/2021		D		6,150	D	\$80.63	8,536	D	
WESCO International Common Stock	02/22/2021		F		1,577	D	\$80.63	6,959	D	
WESCO International Common Stock	02/23/2021		S ⁽⁵⁾		4,301	D	\$79.5 ⁽⁶⁾	2,658	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 Expira		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				
Stock Appreciation Right	\$80.63	02/22/2021		М			3,458	(3)	02/17/2025	Common Stock	3,458	\$0.00	0	D	
Stock Appreciation Right	\$80.63	02/22/2021		М			11,684	(4)	02/16/2026	Common Stock	11,684	\$0.00	0	D	

Explanation of Responses:

1. The shares being sold were acquired through the vesting of restricted stock units and performance stock units granted to the Reporting Person. The vesting schedules of these units were determined at the time of grant.

2. This is the weighted average for sale prices ranging from \$80.92 to \$81.04. Upon request of the SEC staff, WESCO International, Inc., or a shareholder of WESCO International, Inc., full information regarding the number of shares sold at each separate price will be provided.

3. The Stock Appreciation Right ("SAR") became exercisable in three (3) equal, annual installments beginning on February 17, 2016. This is an exercise and sell transaction. The SARs have a February 17, 2025 expiration date.

4. The Stock Appreciation Right ("SAR") became exercisable in three (3) equal, annual installments beginning on February 16, 2017. This is an exercise and sell transaction. The SARs have a February 16, 2026 expiration date.

5. The shares being sold were acquired by the Reporting Person through the exercise of Stock Appreciation Rights granted to the Reporting Person in 2015 and 2016. See footnotes 3 and 4 for additional details about these grants.

6. This is the weighted average for sale prices ranging from \$79.50 to \$79.52. Upon request of the SEC staff, WESCO International, Inc., or a shareholder of WESCO International, Inc., full information regarding the number of shares sold at each separate price will be provided.

Remarks:

<u>/s/ Diane E. Lazzaris, as</u>

<u>Attorney-In-Fact</u> ** Signature of Reporting Person <u>02/24/2021</u> 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.

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.