

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Co-Investment Partners, L.P.</u>  (Last) (First) (Middle) <u>C/O CIP PARTNERS, LLC</u> <u>660 MADISON AVENUE, 23RD FLOOR</u>  (Street) <u>NEW YORK NY 10021</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WESCO INTERNATIONAL INC [ WESCO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 Par Value	10/22/2004		s		1,200	D	\$24.17	4,363,989	D	
Common Stock, \$.01 Par Value	10/22/2004		s		500	D	\$24.18	4,363,489	D	
Common Stock, \$.01 Par Value	10/22/2004		s		800	D	\$24.19	4,362,689	D	
Common Stock, \$.01 Par Value	10/22/2004		s		20,400	D	\$24.2	4,342,289	D	
Common Stock, \$.01 Par Value	10/22/2004		s		15,500	D	\$24.21	4,326,789	D	
Common Stock, \$.01 Par Value	10/22/2004		s		3,300	D	\$24.22	4,323,489	D	
Common Stock, \$.01 Par Value	10/22/2004		s		1,500	D	\$24.23	4,321,989	D	
Common Stock, \$.01 Par Value	10/22/2004		s		1,800	D	\$24.24	4,320,189	D	
Common Stock, \$.01 Par Value	10/22/2004		s		5,200	D	\$24.25	4,314,989	D	
Common Stock, \$.01 Par Value	10/22/2004		s		300	D	\$24.26	4,314,689	D	
Common Stock, \$.01 Par Value	10/22/2004		s		100	D	\$24.27	4,314,589	D	
Common Stock, \$.01 Par Value	10/22/2004		s		300	D	\$24.28	4,314,289	D	
Common Stock, \$.01 Par Value	10/22/2004		s		18,500	D	\$24.3	4,295,789	D	
Common Stock, \$.01 Par Value	10/22/2004		s		4,000	D	\$24.31	4,291,789	D	
Common Stock, \$.01 Par Value	10/22/2004		s		600	D	\$24.32	4,291,189	D	
Common Stock, \$.01 Par Value	10/22/2004		s		400	D	\$24.33	4,290,789	D	
Common Stock, \$.01 Par Value	10/22/2004		s		600	D	\$24.35	4,290,189	D	
Common Stock, \$.01 Par Value	10/22/2004		s		300	D	\$24.36	4,289,889	D	
Common Stock, \$.01 Par Value	10/22/2004		s		64,100	D	\$24.37	4,225,789	D	
Common Stock, \$.01 Par Value	10/22/2004		s		400	D	\$24.38	4,225,389	D	
Common Stock, \$.01 Par Value	10/22/2004		s		2,400	D	\$24.39	4,222,989	D	
Common Stock, \$.01 Par Value	10/22/2004		s		400	D	\$24.4	4,222,589	D	
Common Stock, \$.01 Par Value	10/22/2004		s		900	D	\$24.41	4,221,689	D	
Common Stock, \$.01 Par Value	10/22/2004		s		500	D	\$24.44	4,221,189	D	
Common Stock, \$.01 Par Value	10/22/2004		s		100	D	\$24.45	4,221,089	D	
Common Stock, \$.01 Par Value	10/22/2004		s		400	D	\$24.46	4,220,689	D	
Common Stock, \$.01 Par Value	10/22/2004		s		400	D	\$24.48	4,220,289	D	
Common Stock, \$.01 Par Value	10/22/2004		s		100	D	\$24.5	4,220,189	D	
Common Stock, \$.01 Par Value	10/22/2004		s		300	D	\$24.51	4,219,889	D	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 Par Value	10/22/2004		S		600	D	\$24.52	4,219,289	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					

Explanation of Responses:

**Remarks:**

This is the third of five Form 4 filings by Co-Investment Partners, L.P. in connection with transactions occurring from October 21, 2004 through October 25, 2004.

[David B. Outcalt, Managing Member, CIP Partners, LLC,](#)  
[General Partner of Co-Investment Partners, L.P.](#)

10/25/2004

\*\* 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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