

**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 1940

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).

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 Officer (give title below) Other (specify below) X VICE PRESIDENT, OPERATIONS
	3. Date of Earliest Transaction (Month/Day/Year) 06/24/2004	
	4. If Amendment, Date of 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

**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			
WESCO International Common Stock								135,252	D	
WESCO International Common Stock	03/22/2004	03/22/2004	S		12,700	D	\$15	122,552	D	
WESCO International Common Stock	03/22/2004	03/22/2004	S		500	D	\$15.01	122,052	D	
WESCO International Common Stock	03/22/2004	03/22/2004	S		100	D	\$15.02	121,952	D	
WESCO International Common Stock	03/22/2004	03/22/2004	S		700	D	\$15.03	121,252	D	
WESCO International Common Stock	03/22/2004	03/22/2004	S		1,000	D	\$15.2	120,252	D	
WESCO International Common Stock	03/29/2004	03/29/2004	S		4,000	D	\$14.87	116,252	D	
WESCO International Common Stock	03/29/2004	03/29/2004	S		7,200	D	\$14.86	109,052	D	
WESCO International Common Stock	03/29/2004	03/29/2004	S		700	D	\$14.84	108,352	D	
WESCO International Common Stock	03/29/2004	03/29/2004	S		1,300	D	\$14.83	107,052	D	
WESCO International Common Stock	03/29/2004	03/29/2004	S		1,000	D	\$14.91	106,052	D	
WESCO International Common Stock	03/29/2004	03/29/2004	S		800	D	\$14.93	105,252	D	
WESCO International Common Stock	06/24/2004	06/24/2004	S		900	D	\$18.01	104,352	D	
WESCO International Common Stock	06/24/2004	06/24/2004	S		300	D	\$18.25	104,052	D	
WESCO International Common Stock	06/24/2004	06/24/2004	S		4,100	D	\$18	99,952	D	
WESCO International Common Stock	06/24/2004	06/24/2004	S		700	D	\$18.2	99,252	D	
WESCO International Common Stock	06/24/2004	06/24/2004	S		4,000	D	\$17.98	95,252	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 <sup>(2)</sup>	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	

**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	Amount or Number of Shares				
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 <sup>(6)</sup>	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

06/25/2004

\*\* 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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