# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## FORM 11-K

(Mark One)

- X ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] for the fiscal year ended December 29, 2003 or
- \_ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] for the transition period from \_\_\_\_\_\_ to

COMMISSION FILE NUMBER 1-14989

WESCO DISTRIBUTION, INC. RETIREMENT SAVINGS PLAN

> WESCO INTERNATIONAL, Inc. 225 West Station Square Drive Suite 700 Pittsburgh, Pennsylvania 15219-1122

WESCO DISTRIBUTION, INC. RETIREMENT SAVINGS PLAN FINANCIAL STATEMENTS DECEMBER 29, 2003 AND 2002

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To the Investment and Administrative Committees of WESCO Distribution, Inc. Retirement Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the WESCO Distribution, Inc. Retirement Savings Plan (the "Plan") at December 29, 2003 and 2002, and the changes in net assets available for benefits for the year ended December 29, 2003 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

May 14, 2004

	2003	2002
Investments (Notes 2 and 6) Receivables	\$228,849,727	\$191,073,232
Employee contributions	58,562	347,809
Employer matching contributions	24,353	144,346
Employer profit sharing discretionary contribution	3,770,102	
Accrued interest	14,058	22,592
Net assets available for benefits	\$232,716,802	\$191,587,979
	=========	=========

The accompanying notes are an integral part of these financial statements.

ADDITIONS Employee contributions Employee rollovers Employer contributions Net appreciation from registered investment companies Net appreciation from common/collective trust funds Net appreciation from stock funds and self-directed accounts	\$ 11,908,265 448,899 7,456,668 23,766,318 8,816,423 2,961,459
Interest and dividend income	55,358,032 640,741
Total additions	55,998,773
DEDUCTIONS Distributions to withdrawing participants	14,869,950
Total deductions	14,869,950
Net increase NET ASSETS AVAILABLE FOR BENEFITS	41,128,823
Beginning of year	191,587,979
End of year	\$232,716,802 =======

The accompanying notes are an integral part of these financial statements.

BEOLIDER 25, 2000 AND 2002

## L. MAJOR FEATURES OF THE PLAN

WESCO Distribution, Inc. Retirement Savings Plan (the "Plan") was established as of February 28, 1994 (date of inception). At the date of inception, certain employees of the predecessor company became employees of WESCO Distribution, Inc. (the "Company") and participants in the Plan. At the date of inception, all funds held by the prior plans related to the transferred employees were transferred to the Plan.

The Plan covers the current employees of the Company and those former employees with a fund balance of at least \$5,000 who elected to maintain their funds in the Plan. Former employees cannot make contributions to the Plan.

The Plan is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). Under the Plan, participants may elect to make contributions on à tax deferred basis in the form of a payroll deduction ("Tax Deferred Contributions") ranging from 1% up to the lesser of 15% of their compensation or \$12,000. In addition, participants may elect to make contributions on an after-tax basis in the form of a payroll deduction ("After-Tax Contributions") ranging from 1% up to the lesser of 15% of their compensation or \$12,000. Effective January 1, 2003, the range of compensation that participants may elect to contribute to the Plan in the form of a payroll deduction for Tax Deferred Contributions and After-Tax Contributions changed to 1% up to the lesser of 50% of their compensation or \$12,000. The \$12,000 may be adjusted in future years by the Internal Revenue Service ("IRS"). The sum of the Tax Deferred Contributions and the After-Tax Contributions cannot exceed 15% of the participant's compensation. Effective January 1, 2003, this percentage changed to 50%. Subject to limitation, the Company will make contributions ("Regular Company Contributions") in an amount equal to 50% of a participant's total monthly contributions up to a maximum of 6%. In addition, the Company may, at the Board of Directors' discretion, make a discretionary profit sharing contribution ("Company Profit Sharing Contribution") to the Plan provided certain predetermined profit levels are attained. The Company made a profit sharing contribution of \$3,770,102 for the year ended December 29,

Participants are fully vested in the value of their contributions and related investment income at all times and vest in their allocated share of employer contributions according to the following schedule until December 31, 2003:

Less than three years of service 0%
Three years of service 33%
Four years of service 66%
Five or more years of service 100%

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Effective January 1, 2003, the vesting provisions of the plan changed. Participants now vest in their allocated share of employer contributions according to the following schedule:

Less than two years of service	0%
Two years of service	20%
Three years of service	40%
Four years of service	66%
Five or more years of service	100%

In conjunction with a leveraged recapitalization of the Company all active employees as of June 5, 1998 became fully vested.

Employer contributions forfeited by participants not vested at their termination date are used to reinstate previously forfeited account balances of former participants who have returned to employment with the Company, or to reduce employer contributions in accordance with the plan document. Total forfeitures that reduced employer contributions in 2003 were approximately \$5,000.

Sixteen options were available for investment of contributions to the Plan as of December 29, 2003. A brief description of the investment options is as follows:

FUND **DESCRIPTION** 

American Balanced Fund Broadly diversified fund that invests in

securities and bonds for the preservation of capital, current income and long-term growth of

capital and income

American Century Value Fund

Long-term capital growth fund that invests in securities that its management believes are

undervalued at the time

American Express Trust Equity Index Fund I

Diversified corporate stock fund that seeks to achieve a return as close as possible to the Standard and Poor's 500 Stock Index

Income Fund II

American Express Trust Fixed income fund that invests exclusively in American Express Trust Income Fund I, which invests in a diversified pool of insurance and bank investment contracts and book value investment contracts of varying maturity size and yield to preserve principal and income

Midcap Growth Fund

American Express Trust Invests in a portfolio consisting of equity securities, primarily comprised of mid-to-large capitalized companies, convertible securities, money market instruments, and stock index future contracts

AXP New Dimension Fund Common stock fund that seeks companies showing potential for significant growth for long-term  $% \left( 1\right) =\left( 1\right) \left( 1\right)$ growth of capital

Columbia Contrarian Income Fund

This bond fund normally invests at least 65% of its assets in U.S. Government debt securities, investment grade bonds, and cash and cash equivalents

Columbia Acorn Fund

The fund invests primarily in common stocks of small to medium sized companies with capitalizations of less than \$2 billion.

MES Value Fund

Diversified fund that invests in income-producing equities, fixed-income securities, and foreign securities

Promix Max Term Investment Trust Fund

This fund is an aggressive mix of stocks, bonds, and cash that invests primarily in stocks, but may invest, to a limited extent, in fixed income securities

Promix Extended Term Investment Trust Fund This fund is a growth-oriented mix of stocks, bonds, and cash that invests primarily in long-term assets. Stocks will be the predominant assets held by the fund as long as the stock market valuations are favorable vs. long-term bonds

Promix Moderate Term Investment Trust Fund This fund is a moderately conservative mix of stocks, bonds, and cash that invests primarily in fixed income securities

Promix Conservative Term Investment Trust Fund

This fund is a conservative mix of stocks, bonds, and cash invested primarily to generate a more stable rate of growth than the stock market

Self-Directed Brokerage Account Account that provides participants access to a wide range of common stocks and mutual funds beyond those available through the Plan

Templeton Foreign Fund

Aggressive long-term capital growth fund that invests in common stocks of companies outside the United States

WESCO International Stock Fund

Fund that invests in the stock of WESCO International, Inc.

In addition, participant account balances transferred from the prior plans may remain invested in the Viacom (formerly "CBS Corporation") Pooled Stock Fund, although no future contributions may be invested in the Viacom Pooled Stock Fund. Investment income earned by the Viacom Pooled Stock Fund is invested in the American Express Trust Income Fund II in accordance with the plan document. As a result of the initial public offering of WESCO International, Inc., participants were also given the option to invest in the WESCO International Stock Fund effective July 1, 1999.

An account is maintained for each participant, which is credited with the participant's contributions and an allocation of Company contributions and plan earnings. Allocations are based on participant contributions or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from that participant's account.

The Investment Committee and the Administrative Committee of the Company's Board of Directors administer the Plan. Reference should be made to the Prospectus, "What Does Your Future Hold?", for additional information on the Plan.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### ACCOUNTING PRINCIPLES

The financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America. The following are the significant accounting policies followed by the Plan:

## BASIS OF ACCOUNTING

The accounting records of the Plan are maintained on the accrual basis of accounting.

## INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are carried at fair value in the accompanying financial statements. Investments in registered investment companies, common/collective trust funds and common stocks are valued by the trustee based on market values of all assets in the funds' securities portfolio and the number of units in the funds owned by the Plan. Investments in the Viacom Pooled Stock Fund and WESCO International Stock Fund are valued at quoted market prices. Participant loans are valued at cost which approximates fair value.

Purchases and sales of securities are recorded on a settlement date basis. Dividends are recorded on the ex-dividend date.

NET APPRECIATION (DEPRECIATION) IN VALUE OF INVESTMENTS
The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) in common/collective trusts, registered investment companies, Viacom and WESCO International stock and other common stocks.

DECEMBER 29, 2003 AND 2002

## USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions. These may affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

## RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the near-term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

#### OTHER

Administrative expenses, excluding participant loan setup fees, distribution fees and hardship withdrawal fees, are paid by the Company and, therefore, are not expenses of the Plan.

Benefits are recorded when paid.

#### TAX STATUS

By a favorable determination letter dated October 15, 2003, the IRS has ruled that the Plan qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, is exempt from federal income taxes under provisions of Section 501(a). Accordingly, no provision for income taxes has been included in the Plan's financial statements.

## 4. EMPLOYEE LOANS

Participants are permitted to borrow against a portion of their vested account balance within the prescribed limitations and pursuant to nondiscriminatory rules established by the Administrative Committee. Each loan is to be repaid over a period not to exceed five years.

The interest rate applied to employee loans is established each month by the Administrative Committee at 1% above the PNC Bank prime interest rate. The interest rate on new loans ranged between 5.0% and 5.25% for the period December 29, 2002 to December 29, 2003. Principal and interest payments are generally made through monthly payroll deductions and are credited to the participant's individual account. Loans of approximately \$3,087,000 were made from the Plan and loan principal repayments of approximately \$3,131,000 were received by the Plan for the year ended December 29, 2003. Interest of approximately \$373,000 was received by the Plan for the year ended December 29, 2003 related to employee loans.

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## PLAN TERMINATION

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts, and all vested assets shall be distributed to such participants in accordance with the terms of the Plan, or in such other manner, not inconsistent with the requirements of any applicable law or regulation, as the Company may in its sole discretion determine.

## 6. INVESTMENTS

Investments representing 5% or more of the net assets available for benefits as of December 29, 2003 and 2002 were as follows:

	2003	2002
American Express Trust Income Fund II	\$60,672,391	\$60,815,296
American Express Trust Equity Index Fund I	28,313,897	21,667,895
American Balanced Fund	26,979,066	21,022,392
AXP New Dimension Fund	43,881,568	35,539,734
PIMCO Opportunity Fund	*	10,596,247
Columbia Acorn Fund	17,192,475	*

<sup>\*</sup> These funds did not represent 5% or more of the net assets available for benefits as of the respective Plan year end.

## 7. RELATED PARTY TRANSACTIONS

Certain investments of the Plan are mutual funds managed by American Express. The trustee of the Plan is American Express Trust Company. Participants of the Plan may also elect to invest in the WESCO Pooled Stock Fund. WESCO, Inc. is the plan sponsor. Therefore, these transactions qualify as party-in-interest transactions.

(a)	ISSUER(b)	DESCRIPTION(c)	COST(d)		FAIR VLUE(e)
*				_	
*	American Express Trust Company	AET Midcap Growth II		\$	764,769
*	American Express Trust Company	AET Income II			60,672,391
*	American Express Trust Company American Express Financial	AET Equity Index I AXP New Dimensions Fund			28,313,897 43,881,568
	American Funds	American Balanced Fund (Class A)			26,979,066
	American Century Investments	American Century Value Fund			11,289,426
	Columbia Mutual Funds	Columbia Acorn Fund (Class A)			17,192,475
	Columbia Mutual Funds	Columbia Contrarian Income Fund			7,582,425
	MFS Family of Funds	MFS Value Fund (Class A)			2,198,364
	Participant Promissory Notes	5.0%-10.5% due at various dates			5,584,313
	Promix Funds	Promix Max Term Investment Trust			697,679
	Promix Funds	Promix Extended Term Investment Trust			782,504
	Promix Funds	Promix Moderate Term Investment Trust			255,735
	Promix Funds	Promix Conservative Term Inv. Trust			174,157
	Templeton Funds	Templeton Foreign Fund (A)			7,693,207
*	WESCO International, Inc.	WESCO International Pooled Stock Fund			5,330,681
	Advanced Micro Dev.	Common Stock			10,986
	AES Corp.	Common Stock			604
	Altria Group Inc.	Common Stock			2,720
	Amazon Com. Inc.	Common Stock			1,123
	American Ammunition Inc.	Common Stock			25
	American Century Investments	American Century Cap Portfolio Fund			11,551
	American Century Investments	American Century Equity Income Fund			11,666
*	American Express Financial	AXP Threadneedle European Equity			8,407
*	American Express Trust Company	AET Money Market I			170,726
*	American Express Trust Company	AET Money Market II			80,074
	Anheuser Busch	Common Stock			3,930
	Applied Materials	Common Stock			4,544
	Aquila Inc.	Common Stock			17,700
	Artemis International Sol Artisan International Investor Shrs.	Common Stock			46
	AT&T Wireless Services	Common Stock			3,507 783
	Avolonbay Communities Inc.	Common Stock			9,690
	Baron Funds	Baron Asset Small Cap Fund			6,796
	Baron Funds	Baron Growth Fund			9,889
	Berkshire Hathaway Inc.	Common Stock			2,800
	Berwyn Group	Berwyn Income Fund			30,018
	Big Dog Holdings Inc.	Common Stock			373
	Biogen Idec Inc.	Common Stock			2,624
	Boeing Co.	Common Stock			4,200
	Brandywine Funds	Brandywine Income Fund			32,038
	Brazos Mutual Funds	Brazos Micro Cap Growth Portfolio			5,362
	Budget Group Inc.	Common Stock			1,708
	Calpine Corp.	Common Stock			244
	Charles Schwab Corp.	Common Stock			4,616

(a)	ISSUER(b)	DESCRIPTION(c)	COST(d)	FAIR VLUE(e)
	Chevron Texaco Corp.	Common Stock		4,275
	Chicago Mercantile Ex Holdings	Common Stock		5,430
	Chiral Quest Inc.	Common Stock		88
	Cisco Systems	Common Stock		7,808
	Coach Inc.	Common Stock		2,799
	Coinstar, Inc.	Common Stock		9,380
	Comdisco Hldg Co. Inc.	Common Stock		1,160
	Concord EFS Inc.	Common Stock		8,808
	Corning Inc.	Common Stock		978
	CTS Corp.	Common Stock		1,190
	DCH Technology	Common Stock		30
	Dodge & Cox Funds	Dodge & Cox Balanced Fund		7,301
	Dodge & Cox Funds	Dodge & Cox Stock Fund		11,025
	Dualstar Technologies	Common Stock		38
	Eagle Broadband Inc.	Common Stock		34,060
	Earthshell Corp.	Common Stock		178
	Eclipse Funds	Eclipse Balanced Fund Common Stock		7,251
	EMC Corp. Encana Corp.	Common Stock		1,287 11,826
	Equifax Inc.	Common Stock		4,249
	Ericsson Telephone Co	Common Stock		179
	Excelsior Funds	Excelsior Fds Inc.		8,862
	Federal Mogul Corp.	Common Stock		1,572
	Fidelity National Financial	Common Stock		1,932
	First Data Corp.	Common Stock		5,098
	Ford Motor Company	Common Stock		1,616
	Free Markets Inc.	Common Stock		4,445
	Fremont Investment Advisors	Fremont Bond Fund		8,229
	Fremont Investment Advisors	Fremont U.S. Micro-Cap Fund		13,082
	Gabelli Funds	Gabelli Asset Fund		5,671
	Gabelli Funds	Gabelli Gold Fund		14,603
	General Dynamics	Common Stock		3,610
	General Electric	Common Stock		1,850
	General Motors	Common Stock		1,880
	Genesco Inc.	Common Stock		6,232
	Genetronics Biomedical Ltd.	Common Stock		7,260
	Global Crossing Ltd.	Common Stock		28
	Goodyear Tire & Rubber	Common Stock		788
	Halliburton Co.	Common Stock		4,449
	Harbor Funds	Harbor Bond Fund		5,606
	Harbor Funds	Harbor International Fund		14,313
	Harris Associates	Harris Assoc Investment Trust		10,697
	Heartland Funds	Heartland Value Fund		10,567
	Home Depot	Common Stock		5,337
	Icon Funds	Icon Information Technology Fund		10,232
	Intel Corp.	Common Stock		11,253

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(a)	ISSUER(b)	<pre>DESCRIPTION(c)</pre>	COST(d)	VLUE(e)
	Tatanan Nationali Continu	Common Obsolu		0 474
	Internap Network Systems	Common Stock		2,471
	International Game Technology	Common Stock		4,683
	Ishares TR	Common Stock		11,215
	Janus Funds	Janus Growth and Income Fund		12,931
	Janus Funds	Janus Mid Cap Value Fund		9,588
	JDS Uniphase Corp.	Common Stock		6,820
	Kaire Holdings Inc.	Common Stock		20 13,050
	Keryx Biopharmaceuticals Leap Wireless International Inc.	Common Stock Common Stock		13,050
	Leuthhold Funds	Leuthhold Core Investment Fund		7,478
	Liberty Property Trust	Common Stock		7,478
	LTV Corp.	Common Stock		7,070
	Lucent Technologies	Common Stock		1,144
	Merck & Co.	Common Stock		4,569
	Meridian Funds	Meridian Value Funds		6,164
	Microsoft Corp.	Common Stock		4,531
	Microtone Inc.	Common Stock		116
	Mirant Corp.	Common Stock		1,900
	NASDAQ	NASDAQ Gold Tr I Uit		26,419
	National Health Investors, Inc.	Common Stock		9,992
	Neuberger Berman	Neuberger Berman Genesis Trust		6,479
	Nisource Inc.	Common Stock		247
	Nokia Corp.	Common Stock		4,258
	Nortel Networks Corp. New	Common Stock		8,666
	Northern Trust Corp.	Common Stock		4,558
	Novatel Wireless	Common Stock		729
	Nvidia Corp.	Common Stock		948
	Oak Associates	Oak Associates White Oak Growth Stock Portfolio		17,441
	Oakmark Funds	Oakmark Equity and Income Fund		27,719
	Oracle Systems	Common Stock		3,954
	Panera Bread Co.	Common Stock		4,774
	Paychex Inc.	Common Stock		7,400
	Pfizer Inc.	Common Stock		7,875
	Photoworks, Inc.	Common Stock		50
	PIMCO Funds	PIMCO Funds Multi Manager Service		8,197
	PIMCO Funds	PIMCO Funds Pacific Investment Management		
		Service		9,777
	PNC Financial Services Group	Common Stock		1,527
	Polymedica Corp.	Common Stock		23,607
	Profunds	Profund Ultrasmall Cap Profund I		84,686
	Profunds	Profunds		81,704
	Profunds	Profunds		79,019
	Qualcomm Inc.	Common Stock		8,223
	Ralcorp Holdings Inc.	Common Stock		1,624
	RBB Family	RBB Boston Partners Large Cap Value Fund		5,360

(a)	ISSUER(b)	DESCRIPTION(c)	COST(d)	FAIR VLUE(e)
	RCM Global Health	Common Stock		7,670
	Real Networks Inc.	Common Stock		563
	Reliant Resources Inc.	Common Stock		21,090
	RF Micro-Devices	Common Stock		3,988
	RSA Sec Inc.	Common Stock		1,442
	Savvis Communications	Common Stock		153
	Schering-Plough	Common Stock		1,709
	Secure Computing Corp.	Common Stock		122
	Shaw Group Inc.	Common Stock		1,371
	Sirius Satellite Radio Inc.	Common Stock		3,548
	Solomon Alliance GRP	Common Stock		40
	Sprint Corp. PCS Group	Common Stock		536
	Storage Co	Common Stock		1,260
	Sun Microsystems	Common Stock		6,258
	Sysco Corp.	Common Stock		2,786
	T Rowe Price Intl European Stk Fd	Common Stock		3,539
	T. Rowe Price funds	T Rowe Price GNMA Fund		4,729
	Tellabs	Common Stock		1,585
	Texas Instruments	Common Stock		1,471
	The Reserve Fund	Reserve Fund Inc. Class A		315,059
	Thompson Plub and Associates	Thompson Plumb Growth Fund		14,861
	Time Warner Inc.	Common Stock		2,625
	Torch Offshore, Inc.	Common Stock		2,630
	Tyco International Ltd.	Common Stock		1,074
	Ultra Petroleum Corp.	Common Stock		34,358
	Uromed Corp.	Common Stock		20
	Valeant Pharmaceuticals Intl.	Common Stock		2,527
	Vanguard Funds	Vanguard GNMA Portfolio Fund		3,996
	Viacom Inc. Class B	Common Stock		7,677,498
	Vodafone Group Plc. Wal-Mart Stores	Common Stock Common Stock		4,910 5,290
	Walt Disney Co.			5,290 3,522
	Weingarten Realty Investors SBI	Common Stock Common Stock		13,470
	Weitz Funds	Weitz Partners Value Fund		19,492
	Weitz Funds	Weitz Service Value Portfolio		3,250
*	WESCO International, Inc.	Common Stock		23,582
	Wexford Tr Muhlenkamp	Wexford Tr Muhlenkamp Fund		12,149
	Whiting Petroleum Corp.	Common Stock		4,495
	Worldcom, Inc.	Common Stock		80
	XM Satellite Radio	Common Stock		52,320
	All Gattille Radio	Common Cook		
				\$ 228,900,618
				·

<sup>\*</sup>Denotes party-in-interest, for which a statutory exemption exists.

# **EXHIBITS**

The following exhibits are filed or incorporated as part of this report:

Exhibit

Description Number

Consent of PricewaterhouseCoopers LLP (filed herewith) 23.01

# SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

WESCO DISTRIBUTION, INC. RETIREMENT SAVINGS PLAN

Date: June 28, 2004 By: /s/ Stephen A. Van Oss

Stephen A. Van Oss Chairman, 401K Retirement Savings Plan Administrative and

Investment Committee

# CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-91187) of WESCO International, Inc. of our report dated May 14, 2004 relating to the financial statements of the WESCO Distribution, Inc. Retirement Savings Plan, which appears in this Form 11-K.

Pittsburgh, PA June 28, 2004