SEC Form 4
------------

### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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*			2. Issuer Name and Ticker or Trading Symbol WESCO INTERNATIONAL INC [ WCC ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
ENGEL JOH	<u>lin</u>			X	Director	10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Dav/Year)	— x	Officer (give title below)	Other (specify below)				
225 WEST STATION SQUARE DRIVE			02/17/2015		Chairman, President & CEO					
SUITE 700										
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Filir	ng (Check Applicable				
PITTSBURGH	PA	15219		X	Form filed by One Re	porting Person				
					Form filed by More the Person	an 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)	Date, Transaction Code (Instr.		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		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
WESCO International, Inc. Common Stock	02/17/2015		A		13,302(1)	A	\$0.00	91,869	D			
WESCO International, Inc. Common Stock	02/17/2015		F		5,413	D	\$69.54	86,456	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 Derivati Securiti Acquire (A) or Dispose of (D) (II	Derivative (Month/Day/Year) Securities Acquired		ate	of Securities		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 Rights	\$69.54	02/17/2015		A		96,865		(2)	02/17/2025	Common Stock	96,865	\$0.00	96,865	D	
Restricted Stock Units	(3)	02/17/2015		A		12,078		(4)	(4)	Common Stock	12,078	\$0.00	12,078	D	

#### Explanation of Responses:

1. Represents shares acquired upon settlement of performance shares granted in 2012 under WESCO International, Inc.'s long-term incentive plan. Each performance share represented a contingent right to receive one share of Common Stock if WESCO International, Inc. achieved specified performance goals during the three-years ended December 31, 2014.

2. Each Stock Appreciation Right becomes exercisable in three (3) equal, annual installments beginning on the first anniversary of the date of grant.

3. Each Restricted Stock Unit represents a right to receive one share of Common Stock.

4. The Restricted Stock Units vest in three years from the date of the grant.

#### **Remarks:**

# /s/ Samantha L. O'Donoghue, as 02/19/2015

Attorney-in-Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.