

**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>CYPRESS GROUP LLC</u>  (Last) (First) (Middle) <u>65 E. 55TH STREET</u> <u>28TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/28/2004		S		967,680	D	\$25.07	12,431,663	I	See <sup>(1)(3)(4)</sup>
Common Stock	12/28/2004		S		50,120	D	\$25.07	643,873	I	See <sup>(2)(3)(4)</sup>

**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:**

- Cypress Merchant Banking Partners ("CMBP") directly owns 12,431,663 shares of Common Stock. Cypress Associates L.P. ("Associates") is the general partner of CMBP. The general partner of Associates is The Cypress Group L.L.C., whose members are Jeffrey Hughes, James Singleton, David Spalding and James Stern. Therefore, each of Associates and The Cypress Group L.L.C. may be deemed to beneficially own the shares of Common Stock owned by CMBP.
- Cypress Offshore Partners L.P. ("COP") directly owns 643,873 shares of Common Stock. Associates is the general partner of COP. The general partner of Associates is The Cypress Group L.L.C., whose members are Jeffrey Hughes, James Singleton, David Spalding and James Stern. Therefore, each of Associates and The Cypress Group L.L.C. may be deemed to beneficially own the shares of Common Stock owned by COP.
- Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person. Any disclosures made hereunder with respect to persons other than the Reporting Persons are made on information and belief after making appropriate inquiry.
- Pursuant to Rule 16a-1(4) promulgated under the Securities Exchange Act of 1934, as amended, each of the Reporting Persons herein states that the foregoing shall not be deemed an admission that he or it is the beneficial owner of any of the securities covered by this Statement.

**Remarks:**

Exhibit List Exhibit 99 - Joint Filer Information

/s/ David Spalding, member of  
The Cypress Group L.L.C. 12/28/2004

\*\* 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.

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.

EXHIBIT 99 - Joint Filer Information

The following filers have designated The Cypress Group L.L.C. as the "Designated Filer" for purposes of the attached Form 4.

Name: Cypress Associates L.P.  
Address: c/o The Cypress Group L.L.C.  
65 E. 55th Street, 28th Floor  
New York, NY 10022  
Designated Filer: The Cypress Group L.L.C.  
Issuer and Ticker Symbol: WESCO International, Inc. [WCC]  
Date of Event Requiring Statement: 12/28/04  
Signature: CYPRESS ASSOCIATES L.P.  
By: The Cypress Group L.L.C., its general partner  
By: /s/ David Spalding  
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David Spalding  
Member

Name: Cypress Merchant Banking Partners L.P.  
Address: c/o The Cypress Group L.L.C.  
65 E. 55th Street, 28th Floor  
New York, NY 10022  
Designated Filer: The Cypress Group L.L.C.  
Issuer and Ticker Symbol: WESCO International, Inc. [WCC]  
Date of Event Requiring Statement: 12/28/04  
Signature: CYPRESS MERCHANT BANKING PARTNERS L.P.  
By: Cypress Associates L.P., its general partner  
By: The Cypress Group L.L.C.,  
its general partner  
By: /s/ David Spalding  
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David Spalding  
Member

Name: Cypress Offshore Partners L.P.  
Address: c/o The Cypress Group L.L.C.  
65 E. 55th Street, 28th Floor  
New York, NY 10022  
Designated Filer: The Cypress Group L.L.C.  
Issuer and Ticker Symbol: WESCO International, Inc. [WCC]  
Date of Event Requiring Statement: 12/28/04  
Signature: CYPRESS OFFSHORE PARTNERS L.P.  
By: Cypress Associates L.P., its general partner  
By: The Cypress Group L.L.C.,  
its general partner  
By: /s/ David Spalding  
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David Spalding

