

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>HALEY ROY W</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHAIRMAN &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2003	
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			
WESCO International Common Stock								1,299,916	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					
Option for WESCO International Common Stock	\$1.73							(1)	03/01/2004	WESCO International Common Stock	1,287,784	1,287,784	D	
Option for WESCO International Common Stock	\$10.75							(2)	08/06/2008	WESCO International Common Stock	867,000	2,154,784	D	
Option for WESCO International Common Stock	\$9.875							(3)	05/11/2011	WESCO International Common Stock	100,000	2,254,784	D	
Option for WESCO International Common Stock	\$4.5							(3)	12/21/2011	WESCO International Common Stock	100,000	2,354,784	D	
Option for WESCO International Common Stock	\$5.9	08/22/2003		A		300,000		(4)	08/22/2013	WESCO International Common Stock	300,000	2,654,784	D	

**Explanation of Responses:**

- All options are vested and fully exercisable
- Half of the options granted vested over a four-year time period from the grant date, while the remaining half vest and become exercisable upon achievement of certain performance targets. If such performance targets are not achieved, all unvested options vest and become exercisable on 1/1/2008.
- The vesting of the option grant is subject to accelerated vesting upon the achievement of certain performance targets. If such performance targets are not met, the options cliff vest 90 days prior to the expiration of such options.
- Options vest at a rate of 1/3 per year on the anniversary date of the grant over the next three years.

**Remarks:**

/s/ ROY W. HALEY 08/26/2003  
 \*\* 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.