

GOODWIN WILLIAM M
Form 4
June 22, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODWIN WILLIAM M

2. Issuer Name and Ticker or Trading Symbol
WESCO INTERNATIONAL INC
[WCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
225 WEST STATION SQUARE
DRIVE, SUITE 700

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VICE PRESIDENT, OPERATIONS

(Street)
PITTSBURGH, PA 15219

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Securities |
|---------------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|-------------------------|
|---------------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|-------------------------|

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| (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | (Instr. 3 and 4) | (Instr. 3 and 4) |
|---|--|----------------------|-----------------|---|------------------|------------------|-----------------------|------------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | |
| OPTION FOR WESCO INTERNATIONAL COMMON STOCK | \$ 30.76 | 06/22/2005 | | X | 06/22/2005 | 3,200 | 08/22/2004 08/22/2013 | WE INTERN. COMMO |
| OPTION FOR WESCO INTERNATIONAL COMMON STOCK | \$ 30.75 | 06/22/2005 | | X | 06/22/2005 | 2,900 | 08/22/2004 08/22/2013 | WE INTERN. COMMO |
| OPTION FOR WESCO INTERNATIONAL COMMON STOCK | \$ 30.7 | 06/22/2005 | | X | 06/22/2005 | 3,000 | 08/22/2004 08/22/2013 | WE INTERN. COMMO |
| OPTION FOR WESCO INTERNATIONAL COMMON STOCK | \$ 30.97 | 06/22/2005 | | X | 06/22/2005 | 1,025 | 08/22/2004 08/22/2013 | WE INTERN. COMMO |
| OPTION FOR WESCO INTERNATIONAL COMMON STOCK | \$ 30.78 | 06/22/2005 | | X | 06/22/2005 | 400 | 08/22/2004 08/22/2013 | WE INTERN. COMMO |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODWIN WILLIAM M 225 WEST STATION SQUARE DRIVE, SUITE 700 PITTSBURGH, PA 15219 | | | VICE PRESIDENT, OPERATIONS | |

Signatures

/s/ WILLIAM M. GOODWIN
06/22/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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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