MSC INDUSTRIAL DIRECT CO INC

Form 4

February 05, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Armstrong Steve Issuer Symbol

MSC INDUSTRIAL DIRECT CO

(Check all applicable)

SVP, GC and Corp. Secy.

INC [MSM]

3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) 02/04/2016

C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD

(First)

(Middle)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MELVILLE, NY US 11747

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	sed of	` '	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)
Class A Common Stock, \$0.001 par value	02/04/2016		M		` /	\$ 44.17	16,144	D	
Class A Common Stock, \$0.001 par value	02/04/2016		S	3,732	D	\$ 66.2632	12,412	D	

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

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SEC 1474 (9-02)

8. I De Sec (In

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)	4. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		cisable and ate 'Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) (2)	\$ 44.17	02/04/2016	M	3,732	(3)	10/12/2016	Class A Common Stock, \$0.001 par value	3,732	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Armstrong Steve C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747

SVP, GC and Corp. Secy.

Signatures

/s/ Steve

Armstrong 02/05/2016

**Signature of Date

Reporting Person

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).
- Represents the sale of 3,732 shares in 36 separate transactions, ranging from \$66.1700 to \$66.3700 per share, resulting in a weighted average sale price per share of \$66.2632. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

Reporting Owners 2

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- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
- An option to purchase 18,928 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus (3) Equity Plan. 4,732 shares of Common Stock became exercisable on each of October 13, 2010, October 13, 2011, October 13, 2012 and October 13, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.