

GERSHWIND ERIK  
Form 4  
October 23, 2018

**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 \*  
GERSHWIND ERIK

2. Issuer Name and Ticker or Trading Symbol  
MSC INDUSTRIAL DIRECT CO INC [MSM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/19/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

MELVILLE, NY US 11747

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 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)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	10/19/2018		M	2,801	A \$ 0 <sup>(1)</sup>	100,234	D
Class A Common Stock, \$0.001 par value	10/19/2018		M	208.7404	A \$ 0 <sup>(2)</sup>	100,443	D
	10/19/2018		F	0.7404 <sup>(3)</sup>	D	100,442	D

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Class A Common Stock, \$0.001 par value					\$			
					80.65			
Class A Common Stock, \$0.001 par value	10/20/2018		M	2,763	A	\$ 0 <sup>(1)</sup>	103,205	D
Class A Common Stock, \$0.001 par value	10/20/2018		M	71.3667	A	\$ 0 <sup>(2)</sup>	103,276	D
Class A Common Stock, \$0.001 par value	10/20/2018		F	0.3667 <sup>(3)</sup>	D	\$ 80.65	103,276	D

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

**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 control number.**

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(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 (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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Restricted Stock Units (RSU)	<u>(1)</u>	10/19/2018		M	2,801	<u>(4)</u> <u>(4)</u>	Class A Common Stock, \$0.001 par value 2,801
Restricted Stock Units (RSU)	<u>(1)</u>	10/20/2018		M	2,763	<u>(5)</u> <u>(5)</u>	Class A Common Stock, \$0.001 2,763

								par value	
Dividend Equivalent Units (DEU)	(2)	10/19/2018	M	208.7404	(2)	(2)	Class A Common Stock, \$0.001 par value	208.7404	
Dividend Equivalent Units (DEU)	(2)	10/20/2018	M	71.3667	(2)	(2)	Class A Common Stock, \$0.001 par value	71.3667	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	X		President and CEO	

## Signatures

/s/ Erik  
Gershwind  
10/23/2018

\_\_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).
- (1) Each RSU represents a contingent right to receive one share of Common Stock.
  - (2) The dividend equivalent units accrued with respect to outstanding awards of restricted stock units (RSUs) and vest at the same time(s) as the underlying RSUs. Each dividend equivalent unit represents a contingent right to receive one share of Common Stock.
  - (3) Disposition of Class A Common Stock to the Issuer solely to partially cover tax withholding obligations arising from the vesting of RSUs and DEUs.  
2,801 of 14,006 RSUs granted on October 19, 2015 vested on each of October 19, 2016, October 19, 2017, and October 19, 2018. 2,801 RSUs vest on October 19, 2019, and 2,802 vest on October 19, 2020, provided that the Reporting Person remains continuously employed by the Issuer through each applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.
  - (5) 2,763 of 13,819 RSUs granted on October 20, 2017 vested on October 20, 2018. 2,764 RSUs vest on each of October 20, 2019, October 20, 2020, October 20, 2021, and October 20, 2022, provided that the Reporting Person remains continuously employed by the Issuer through each applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.

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.