

MSC INDUSTRIAL DIRECT CO INC  
Form 4  
October 24, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 RD.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/22/2014

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, \$0.001 par value	10/22/2014		A	5,720	A	\$ 0	57,533 <sup>(1)</sup> D

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

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SEC 1474 (9-02)

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**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 or Number of Shares
Options (right to buy) <sup>(2)</sup>	\$ 83.03	10/22/2014		A	45,945	<sup>(3)</sup> 10/21/2021	Class A Common Stock, \$0.001 par value 45,945
Class B Common Stock	<sup>(4)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Class A Common Stock, \$0.001 par value 1,025,04
Class B Common Stock	<sup>(4)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Class A Common Stock, \$0.001 par value 163,458
Class B Common Stock	<sup>(4)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Class A Common Stock, \$0.001 par value 158,077
Class B Common Stock	<sup>(4)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Class A Common Stock, \$0.001 par value 10,960

## Reporting Owners

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

## Signatures

/s/ Erik

Gershwind

10/24/2014

\_\_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) These shares were granted under the Issuer's 2005 Omnibus Incentive Plan. One-half of the shares will vest on October 22, 2017 and one-quarter of the shares will vest on each of October 22, 2018 and October 22, 2019.
- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").  
An option to purchase 45,945 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 11,486 shares of Common Stock become exercisable on each of October 22, 2015, October 22, 2016, and October 22, 2017, and 11,487 shares of Common Stock become exercisable on October 22, 2018.
- (3) The Class B Common Stock is convertible immediately on a one-for-one basis into shares of Class A Common Stock and does not expire.
- (4) Reflects a transfer of 12,500 shares of Class B Common Stock to Grantor Retained Annuity Trusts, of which the Reporting Person is the sole annuitant and trustee.  
Represents shares of Class B Common Stock held by trusts of which the Reporting Person is a beneficiary and co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts, to the extent of such Reporting Person's pecuniary interest therein.
- (5) Reflects a transfer by the Reporting Person of 12,500 shares of Class B Common Stock to Grantor Retained Annuity Trusts, of which the Reporting Person is the sole annuitant and trustee.  
Represents shares of Class B Common Stock held by trusts of which the Reporting Person is the sole annuitant and trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts, to the extent of such Reporting Person's pecuniary interest therein.
- (6) Represents shares of Class B Common Stock held by a trust of which the Reporting Person is the sole trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.
- (7) Represents shares of Class B Common Stock held by a trust of which the Reporting Person is the sole trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.
- (8) Represents shares of Class B Common Stock held by a trust of which the Reporting Person is the sole trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.
- (9) Represents shares of Class B Common Stock held by a trust of which the Reporting Person is the sole trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.

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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