

GERSHWIND ERIK
Form 4
May 18, 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

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2018

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

(Street)
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

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		
Class A Common Stock, \$0.001 par value	05/16/2018		C		10,603	A	Ⓐ	10,603	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	05/16/2018		S		10,603	D	\$ 93.78 (3)	0	I	See Footnote (2)
	05/17/2018		C		4,397	A	Ⓐ	4,397	I	

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Class A Common Stock, \$0.001 par value								See Footnote (2)
Class A Common Stock, \$0.001 par value	05/17/2018	S	4,397	D	\$ 94.91 (4)	0	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	05/17/2018	C	15,000	A	(1)	15,000	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	05/17/2018	S	15,000	D	\$ 95 (5)	0	I	See Footnote (2)
Class A Common Stock, \$0.001 par value						117,885	D	

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

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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)	8. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	05/16/2018		C	10,603	(1)	(1)	Class A Common Stock,	10,603

Class	Common Stock	Quantity	Acquired	Par Value	Cost	Proceeds	Other
Class B	Common Stock	4,397	05/17/2018	\$0.001	(1)	(1)	Class A Common Stock, \$0.001 par value
Class B	Common Stock	15,000	05/17/2018	\$0.001	(1)	(1)	Class A Common Stock, \$0.001 par value
Class B	Common Stock	841,890		\$0.001	(1)	(1)	Class A Common Stock, \$0.001 par value
Class B	Common Stock	120,301		\$0.001	(1)	(1)	Class A Common Stock, \$0.001 par value

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
05/18/2018

**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) 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.
- (2) Represents shares of Class B Common Stock held by a trust of which the Reporting Person is a beneficiary and co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.
- (3) Represents the sale of 10,603 shares in multiple transactions, ranging from \$93.50 to \$94.11 per share, resulting in a weighted average sale price per share of \$93.78. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder

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of the Issuer, full information regarding the number of shares sold at each separate price within the range.

- (4) Represents the sale of 4,397 shares in multiple transactions, ranging from \$94.90 to \$94.97 per share, resulting in a weighted average sale price per share of \$94.91. 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.
- (5) Represents the sale of 15,000 shares in multiple transactions, ranging from \$94.90 to \$95.23 per share, resulting in a weighted average sale price per share of \$95.00. 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.
- (6) Includes 5,071 shares of Class B Common Stock distributed to Mr. Gershwind as an annuity payment from a Grantor Retained Annuity Trust of which the Reporting Person is the sole annuitant and trustee.
- (7) Reflects a distribution of 5,071 shares of Class B Common Stock to Mr. Gershwind as an annuity payment from a Grantor Retained Annuity Trust of which the Reporting Person is the sole annuitant and trustee.
- (8) Represents shares of Class B Common Stock held by a trust of which the Reporting Person is the sole annuitant and 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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