

MSC INDUSTRIAL DIRECT CO INC

Form 4

April 18, 2011

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBSON MITCHELL

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)

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

04/14/2011

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

(Street)

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

MELVILLE, NY 11747

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/06/2011		G	V	33,000	D	\$ 0
							116,303
Class A Common Stock	04/14/2011		S		3,400	D	\$ 70.35
							(1)
Class A Common Stock	04/15/2011		S		6,250	D	\$ 70.61
							(2)
Class A Common Stock	04/18/2011		S		17,500	D	\$ 89,153
							D

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Common Stock					70.13 (3)				
Class A Common Stock	04/14/2011	S	3,400	D	\$ 70.35 (4)	57,681	I	By trust (5)	
Class A Common Stock	04/15/2011	S	6,250	D	\$ 70.61 (6)	51,431	I	By trust (5)	
Class A Common Stock	04/18/2011	C	150,000	A	(7)	201,431	I	By trust (5)	
Class A Common Stock	04/18/2011	S	17,500	D	\$ 70.13 (8)	183,931	I	By trust (5)	

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 (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. Amount or Number of Shares
Class B Common Stock	(7)	04/18/2011		C	150,000	(7) (7)	Class A Common Stock	150,000
Class B Common Stock	(7)					(7) (7)	Class A Common Stock	(7)
Class B Common Stock	(7)					(7) (7)	Class A Common Stock	(7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

JACOBSON MITCHELL

C/O MSC INDUSTRIAL DIRECT CO., INC.

75 MAXESS ROAD

MELVILLE, NY 11747

X

X

Signatures

/s/ J. Robert Small,

Attorney-in-Fact

04/18/2011

__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 price shown in Column 4 is a weighted average sale price. The price range for the sales is \$70.30 to \$70.45. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$70.08 to \$70.93. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$70.00 to \$70.41. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$70.30 to \$70.45. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) Such shares are owned by a trust for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.

(6) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$70.08 to \$70.93. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(7) 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.

(8) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$70.00 to \$70.41. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(9) The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of grantor retained annuity trusts. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

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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