

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 August 11, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2016

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

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

(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 US 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 (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock, \$0.001 par value	08/10/2016		C	69,123	A	\$ 69,123	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	08/10/2016		D ⁽³⁾	69,123	D	\$ 72.5	I	See Footnote (2)
						18,863	D	

Class A
Common
Stock,
\$0.001 par
value

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. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	08/10/2016		C	69,123	(1) (1)	Class A Comon Stock, \$0.001 par value	69,123
Class B Common Stock	(1)					(1) (1)	Class A Comon Stock, \$0.001 par value	647,497
Class B Common Stock	(1)					(1) (1)	Class A Comon Stock, \$0.001 par value	170,778

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

08/11/2016

**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 the number of shares of Class A Common Stock held indirectly by the Reporting Person as of the date of this filing through trusts of which the Reporting Person is the sole annuitant and trustee
- (3) Sale pursuant to Stock Purchase Agreement dated July 5, 2016 based on the final results of the Issuer's self-tender offer announced on August 10, 2016. The closing of the sale is expected to occur on August 19, 2016.
- (4) Represents the number of shares of Class B Common Stock held indirectly by the Reporting Person as of the date of this filing through trusts of which the Reporting Person is the sole annuitant and trustee.
- (5) Reflects aggregate distributions of 27,670 shares of Class B Common Stock to Mr. Gershwind as annuity payments from Grantor Retained Annuity Trusts of which the Reporting Person is the sole annuitant and trustee.
- (6) 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.
- (7) Includes 27,670 shares of Class B Common Stock distributed to Mr. Gershwind as annuity payments from Grantor Retained Annuity Trusts of which the Reporting Person is the sole annuitant and trustee.
- (8) 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.

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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