

Davanzo Christopher  
Form 4  
January 12, 2018

**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 \*  
Davanzo Christopher

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)  
01/11/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, Finance and Controller

(Street)  
MELVILLE, NY US 11747

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 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)
Class A Common Stock, \$0.001 par value	01/11/2018		M	5,884	A \$ 58.9	12,432	D
Class A Common Stock, \$0.001 par value	01/11/2018		M	6,162	A \$ 83.03	18,594	D
	01/11/2018		S	12,046	D	6,548	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

\$  
93.43  
(1)

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. 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>	\$ 58.9	01/11/2018		M		5,884		<sup>(3)</sup>	10/18/2022	Class A Common Stock, \$0.001 par value	5,884
Options (right to buy) <sup>(2)</sup>	\$ 83.03	01/11/2018		M		6,162		<sup>(4)</sup>	10/21/2021	Class A Common Stock, \$0.001 par value	6,162

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Davanzo Christopher  
C/O MSC INDUSTRIAL DIRECT CO., INC.  
75 MAXESS ROAD  
MELVILLE, NY US 11747

SVP, Finance and Controller

## Signatures

/s/ Christopher  
Davanzo

01/12/2018

\_\_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).

Represents the sale of 12,046 shares in 41 separate transactions, ranging from \$92.8001 to \$93.675 per share, resulting in a weighted  
(1) average sale price per share of \$93.43003. 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.

(2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

An option to purchase 11,768 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus  
(3) Incentive Plan. 2,942 shares of Common Stock became exercisable on each of October 19, 2016, and October 19, 2017, and 2,942 become exercisable on October 19, 2018, and October 19, 2019.

An option to purchase 8,216 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus  
(4) Incentive Plan. 2,054 shares of Common Stock became exercisable on each of October 22, 2015, October 22, 2016, and October 22, 2017, and 2,054 become exercisable on October 22, 2018.

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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