

Heerdt Kari D  
Form 4  
October 19, 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 \*  
Heerdt Kari D

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)  
10/17/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Chief People Officer

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 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 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)                                                        | Code V Amount (D) Price                                                             |                                                          |                                   |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

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| Security (Instr. 3)                   | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |                                         |                            |
|---------------------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------|------------------|------------------|-----------------|-----------------------------------------|----------------------------|
|                                       |                                          |                      | Code            | V                                                               | (A)              | (D)              | Date Exercisable | Expiration Date | Title                                   | Amount or Number of Shares |
| Options (right to buy) <sup>(1)</sup> | \$ 83.21                                 | 10/17/2018           | A               |                                                                 | 12,811           |                  | <sup>(2)</sup>   | 10/16/2025      | Class A Common Stock, \$0.001 par value | 12,811                     |
| Restricted Stock Unit                 | <sup>(3)</sup>                           | 10/17/2018           | A               |                                                                 | 2,643            |                  | <sup>(4)</sup>   | <sup>(4)</sup>  | Class A Common Stock, \$0.001 par value | 2,643                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |                           |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer                   | Other |
| Heerdt Kari D<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY US 11747 |               |           | SVP, Chief People Officer |       |

## Signatures

/s/ Kari Heerdt                      10/19/2018  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").  
 An option to purchase 12,811 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus Equity Plan. 3,202 shares of Common Stock become exercisable on October 17, 2019, and 3,203 shares of Common Stock become exercisable on each of October 17, 2020, October 17, 2021, and October 17, 2022.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.  
 528 of 2,643 RSUs granted on October 17, 2018 will vest on each of October 17, 2019 and October 17, 2020, and 529 RSUs will vest on each of October 17, 2021, October 17, 2022, and October 17, 2023, provided that the Reporting Person remains continuously employed by the Issuer through each applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.