

Armstrong Steve
Form 4
October 19, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Armstrong Steve

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)
10/17/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, GC and Corp. Secy.

(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 (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 (D) Price			

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	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) ⁽¹⁾	\$ 83.21	10/17/2018	A		16,014		⁽²⁾	10/16/2025	Class A Common Stock, \$0.001 par value	16,014
Restricted Stock Unit	⁽³⁾	10/17/2018	A		3,304		⁽⁴⁾	⁽⁴⁾	Class A Common Stock, \$0.001 par value	3,304

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Armstrong Steve C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	SVP, GC and Corp. Secy.

Signatures

/s/ Steve
Armstrong 10/19/2018

^{**}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) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
- An option to purchase 16,014 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus Equity Plan. 4,003 shares of Common Stock become exercisable on each of October 17, 2019 and October 17, 2020, and 4,004 shares of Common Stock become exercisable on each of 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.
- 660 of 3,304 RSUs granted on October 17, 2018 will vest on October 17, 2019, and 661 RSUs will vest on each of October 17, 2020, 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.

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