

Heerdt Kari D
 Form 4
 October 23, 2018

FORM 4

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

OMB APPROVAL

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

(Last) (First) (Middle)
 C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/19/2018

MELVILLE, NY US 11747

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

(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)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	10/19/2018		M	654	A \$ 0 ⁽¹⁾	6,256 ⁽²⁾	D
Class A Common Stock, \$0.001 par value	10/19/2018		M	48.7383	A \$ 0 ⁽³⁾	6,304 ⁽²⁾	D
	10/19/2018		F			6,094 ⁽²⁾	D

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Class A Common Stock, \$0.001 par value					210.7383 <u>(4)</u>	\$ 80.65		
Class A Common Stock, \$0.001 par value	10/20/2018		M		552	A \$ 0 <u>(1)</u>	6,646 <u>(2)</u>	D
Class A Common Stock, \$0.001 par value	10/20/2018		M		14.2577	A \$ 0 <u>(3)</u>	6,660 <u>(2)</u>	D
Class A Common Stock, \$0.001 par value	10/20/2018		F		170.2577 <u>(4)</u>	D \$ 80.65	6,490 <u>(2)</u>	D
Class A Common Stock, \$0.001 par value	10/20/2018		F		92 <u>(5)</u>	A \$ 80.65	6,398 <u>(2)</u>	D

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU)	<u>(1)</u>	10/19/2018		M		<u>(6)</u>	<u>(6)</u>	Class A Common Stock, \$0.001	654

Restricted Stock Units (RSU)	(1)	10/20/2018	M	552	(7)	(7)	Class A Common Stock, \$0.001 par value	552
Dividend Equivalent Units (DEU)	(3)	10/19/2018	M	48.7383	(3)	(3)	Class A Common Stock, \$0.001 par value	48.7383
Dividend Equivalent Units (DEU)	(3)	10/20/2018	M	14.2577	(3)	(3)	Class A Common Stock, \$0.001 par value	14.2577

Reporting Owners

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

Signatures

/s/ Kari Heerdt 10/23/2018

**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) Each RSU represents a contingent right to receive one share of Common Stock.
- (2) Includes shares acquired under the company's Associate Stock Purchase Plan.
- (3) The dividend equivalent units accrued with respect to outstanding awards of restricted stock units (RSUs) and vest at the same time(s) as the underlying RSUs. Each dividend equivalent unit represents a contingent right to receive one share of Common Stock.
- (4) Disposition of Class A Common Stock to the Issuer solely to cover tax withholding obligations arising from the vesting of RSUs and DEUs.
- (5) Disposition of Class A Common Stock to the Issuer solely to cover tax withholding obligations arising from the vesting of the previous grant of restricted shares.
- (6) 653 of 3,268 RSUs granted on October 19, 2015 vested on each of October 19, 2016, and October 19, 2017, and 654 RSUs vested on October 19, 2018. 654 RSUs vest on each of October 19, 2019 and October 19, 2020, 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.

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552 of 2,763 RSUs granted on October 20, 2017 vested on October 20, 2018. 552 RSUs vest on October 20, 2019, and 553 RSUs vest on (7) each of October 20, 2020, October 20, 2021, and October 20, 2022, 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.