

GERSHWIND ERIK  
Form 4  
January 23, 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 \*  
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)  
C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
01/19/2018

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

(Street)  
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

**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	01/19/2018		C	40,000	A	\$ 40,760	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/19/2018		S	6,250	D	\$ 93.46	I	See Footnote (2)
	01/19/2018		S	1,776	D	32,734	I	

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Class A Common Stock, \$0.001 par value					\$ 94.14 (4)			See Footnote (2)
Class A Common Stock, \$0.001 par value	01/19/2018	S	700	D	\$ 93.99 (5)	32,034	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/19/2018	S	10,227	D	\$ 94.03 (6)	21,807	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/19/2018	S	100	D	\$ 94.5	21,707	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/19/2018	S	6,150	D	\$ 94.49 (7)	15,557	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/19/2018	S	12,500	D	\$ 94.46 (8)	3,057	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/22/2018	C	63,492	A	Ⓐ	66,549	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/22/2018	S	1,725	D	\$ 94 (9)	64,824	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	01/22/2018	S	2,324	D	\$ 93.91 (10)	62,500	I	See Footnote (2)
	01/22/2018	S	12,500	D	\$ 94	50,000	I	

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Class A Common Stock, \$0.001 par value								See Footnote (2)	
Class A Common Stock, \$0.001 par value	01/22/2018		S	50,000	D	\$ 93.8 0		I	See Footnote (2)
Class A Common Stock, \$0.001 par value							117,885	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)	8.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	01/19/2018		C	40,000	(1)	(1)	Class A Common Stock, \$0.001 par value	40,000
Class B Common Stock	(1)	01/22/2018		C	63,492	(1)	(1)	Class A Common Stock, \$0.001 par value	63,492
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock,	821,872

					\$0.001 par value
					Class A Common
Class B Common Stock	(1)		(1)	(1)	Stock, 149,807 \$0.001 par value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	X		President and CEO	

## Signatures

/s/ Erik  
Gershwind 01/23/2018

\_\_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) 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 shares of Class B Common Stock held by a trust of which the Reporting Person is a beneficiary and co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.
- (3) Represents the sale of 6,250 shares in 60 separate transactions, ranging from \$93.07 to \$93.97 per share, resulting in a weighted average sale price per share of \$93.46. 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.
- (4) Represents the sale of 1,776 shares in 18 separate transactions, ranging from \$94.00 to \$94.30 per share, resulting in a weighted average sale price per share of \$94.14. 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.
- (5) Represents the sale of 700 shares in 8 separate transactions, ranging from \$93.94 to \$94.03 per share, resulting in a weighted average sale price per share of \$93.99. 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.
- (6) Represents the sale of 10,227 shares in 45 separate transactions, ranging from \$93.75 to \$94.24 per share, resulting in a weighted average sale price per share of \$94.03. 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.
- (7) Represents the sale of 6,150 shares in 28 separate transactions, ranging from \$94.34 to \$94.63 per share, resulting in a weighted average sale price per share of \$94.49. 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.
- (8) Represents the sale of 12,500 shares in 14 separate transactions, ranging from \$94.40 to \$94.954 per share, resulting in a weighted average sale price per share of \$94.46. 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.

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- (9) Represents the sale of 1,725 shares in 3 separate transactions, ranging from \$94.00 to \$94.02 per share, resulting in a weighted average sale price per share of \$94.00. 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.
- (10) Represents the sale of 2,324 shares in 6 separate transactions, ranging from \$93.90 to \$93.98 per share, resulting in a weighted average sale price per share of \$93.91. 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.
- (11) 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.

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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