

GERSHWIND ERIK

Form 4

October 30, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

 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)
 10/26/2018

 ___X___ Director ___ 10% Owner
 ___X___ 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)
 ___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)
Class A Common Stock, \$0.001 par value	10/26/2018		M	2,313	A \$ 0 ⁽¹⁾ 105,589	D	
Class A Common Stock, \$0.001 par value	10/26/2018		M	109.5995	A \$ 0 ⁽²⁾ 105,699	D	
	10/26/2018		F	0.5995 ⁽³⁾	D 105,698	D	

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Class A
Common
Stock,
\$0.001 par
value

\$
76.83

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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount o Number of Shares
Restricted Stock Units (RSU)	<u>(1)</u>	10/26/2018		M	2,313	<u>(4)</u> <u>(4)</u>	Class A Common Stock, \$0.001 par value 2,313
Dividend Equivalent Units (DEU)	<u>(2)</u>	10/26/2018		M	109.5995	<u>(2)</u> <u>(2)</u>	Class A Common Stock, \$0.001 par value 109.599

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

10/30/2018

 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) 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.

(3) Disposition of Class A Common Stock to the Issuer to partially cover tax withholding obligations arising from the vesting of RSUs and DEUs.

(4) 2,313 of 11,566 RSUs granted on October 26, 2016 vested on each of October 26, 2017 and October 26, 2018. 2,313 RSUs vest on each of October 26, 2019, and October 26, 2020, and 2,314 RSUs vest on October 26, 2021, 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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