

Byrnes Jonathan L.S.  
Form 4  
January 29, 2019

**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 \*  
Byrnes Jonathan L.S.

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)  
01/25/2019

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 01/25/2019                              |                                                             | M                                       | 580 A                                                                      | \$ 0<br>(1)                                                                                                        | 12,137                                                               | D                                       |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 01/25/2019                              |                                                             | M                                       | 16 A                                                                       | \$ 0<br>(2)                                                                                                        | 12,153                                                               | D                                       |
|                                                     | 01/26/2019                              |                                                             | M                                       | 555 A                                                                      |                                                                                                                    | 12,708                                                               | D                                       |

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Class A  
Common  
Stock,  
\$0.001 par  
value

\$ 0  
(1)

Class A  
Common  
Stock,  
\$0.001 par  
value

01/26/2019

M

29

A

\$ 0  
(2)

12,737

D

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                                                     |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title                                               | Amount of<br>Number of<br>Shares |
| Dividend<br>Equivalent<br>Unit                      | (2)                                                                | 01/22/2019                              |                                                             | A                                    | V                                                                                                      | 13.3793                                                        |                                                                     | (2)                 | (2)                | Class A<br>Common<br>Stock,<br>\$0.001<br>par value | 13.7393                          |
| Restricted<br>Stock<br>Units<br>(RSU)               | (1)                                                                | 01/25/2019                              |                                                             | M                                    |                                                                                                        |                                                                | 580                                                                 | (3)                 | (3)                | Class A<br>Common<br>Stock,<br>\$0.001<br>par value | 580                              |
| Dividend<br>Equivalent<br>Units<br>(DEU)            | (2)                                                                | 01/25/2019                              |                                                             | M                                    |                                                                                                        |                                                                | 16                                                                  | (2)                 | (2)                | Class A<br>Common<br>Stock,<br>\$0.001<br>par value | 16                               |
| Restricted<br>Stock<br>Units<br>(RSU)               | (1)                                                                | 01/26/2019                              |                                                             | M                                    |                                                                                                        |                                                                | 555                                                                 | (4)                 | (4)                | Class A<br>Common<br>Stock,<br>\$0.001<br>par value | 555                              |

|                                          |            |            |   |    |            |            |                                                     |    |
|------------------------------------------|------------|------------|---|----|------------|------------|-----------------------------------------------------|----|
| Dividend<br>Equivalent<br>Units<br>(DEU) | <u>(2)</u> | 01/26/2019 | M | 29 | <u>(2)</u> | <u>(2)</u> | Class A<br>Common<br>Stock,<br>\$0.001<br>par value | 29 |
|------------------------------------------|------------|------------|---|----|------------|------------|-----------------------------------------------------|----|

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                        | Director      | 10% Owner | Officer | Other |
| Byrnes Jonathan L.S.<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY US 11747 | X             |           |         |       |

## Signatures

/s/ Jonathan  
Byrnes

01/29/2019

\*\*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.

580 of 1,161 RSUs granted on January 25, 2018 vested on January 25, 2019, and 581 shares vest on January 25, 2020, provided that the

(3) Reporting Person continues to serve as Outside Director through the applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.

(4) 555 of 1,110 RSUs granted on January 26, 2017 vested on each of January 26, 2018 and January 26, 2019.

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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