### MSC INDUSTRIAL DIRECT CO INC

Form 4

November 15, 2013

FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont	F CHAN Section	SECUI 16(a) of the Utility Hol	BENEF RITIES  he Securi	TICIA ties I	Act of 1934, 1935 or Section	Number: 3235-028 Expires: January 3 Estimated average burden hours per response 0					
See Instru		30(n)	or the n	nvestmen	t Compai	пу А	ct 01 1940	)			
McGuire Eileen Symbol MSC								5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Mo								Director 10% OwnerX Officer (give title Other (specify below)  EVP of Human Resources			
				onth/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)	Tab	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed			4. Securit our Dispos (Instr. 3, 4	ed of	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Ownership or Indirect (Instr. 4)  (I) (Instr. 4)		
Class A Common Stock, \$0.001 par value	11/14/2013			M	10,000			29,114	D		
Class A Common Stock, \$0.001 par value	11/14/2013			S	10,000	D	\$ 75.2562 (1)	2 19,114	D		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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	
Options (right to buy) (2)	\$ 48.21	11/14/2013		M	10,00	<u>(3)</u>	10/17/2014	Class A Common Stock, \$0.001 par value	10,000	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McGuire Eileen C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747

**EVP of Human Resources** 

## **Signatures**

/s/ Eileen 11/15/2013 McGuire

\*\*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).
- Represents the sale of 10,000 shares in 43 separate transactions ranging from \$74.95 to \$75.41 per share, resulting in a weighted average (1) sale price per share of \$75.2562. 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.
- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

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An option to purchase 20,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus (3) Incentive Plan. 5,000 shares of Common Stock became exercisable on each of October 18, 2008, October 18, 2009, October 18, 2010 and October 18, 2011.

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.