

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 November 10, 2014

**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 \*  
 COX THOMAS

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/06/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP, Sales

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)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock, \$0.001 par value	11/06/2014		M		5,006	A	\$ 81.76 14,790	D
Class A Common Stock, \$0.001 par value	11/06/2014		M		15,441	A	\$ 69.46 30,231	D
	11/06/2014		M		20,068	A	\$ 66.69 50,299	D

Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

11/06/2014 M 9,500 A \$ 54.52 59,799 D

11/06/2014 S 45,148 D \$ 83.736 14,651 D  
(1)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Class A Common Stock, \$0.001 par value <u>(2)</u>	\$ 81.76	11/06/2014		M	5,006	<u>(3)</u> 10/22/2020	Class A Common Stock, \$0.001 par value	5,006
Class A Common Stock, \$0.001 par value <u>(2)</u>	\$ 69.46	11/06/2014		M	15,441	<u>(4)</u> 10/23/2019	Class A Common Stock, \$0.001 par value	15,441

Class A Common Stock, \$0.001 par value <u>(2)</u>	\$ 66.69	11/06/2014	M	20,068	<u>(5)</u>	10/20/2018	Class A Common Stock, \$0.001 par value	20,068
Class A Common Stock, \$0.001 par value <u>(2)</u>	\$ 54.52	11/06/2014	M	9,500	<u>(6)</u>	10/18/2017	Class A Common Stock, \$0.001 par value	9,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX THOMAS C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			Executive VP, Sales	

## Signatures

/s/ Thomas Cox                      11/10/2014  
 \*\*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) Represents the sale of 45,148 shares in 50 separate transactions ranging from \$83.48 to \$83.97 per share resulting in a weighted average sale price per share of \$83.7360. 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 range.
- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
- (3) An option to purchase 20,026 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 5,006 shares of Common Stock became exercisable on October 23, 2014 and 15,020 shares of Common Stock become exercisable in accordance with the Separation Agreement dated October 30, 2014.
- (4) An option to purchase 30,883 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 7,720 shares of Common Stock became exercisable on October 24, 2013 and 7,721 shares of Common Stock became exercisable on October 24, 2014. An additional 15,442 shares of Common Stock become exercisable in accordance with the Separation Agreement dated October 30, 2014.
- (5) An option to purchase 26,758 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 6,689 shares of Common Stock became exercisable on each of October 21, 2012 and October 21, 2014, and 6,690 shares of Common Stock became exercisable on October 21, 2013. An additional 6,690 shares of Common Stock become exercisable in accordance with the Separation Agreement dated October 30, 2014.
- (6) An option to purchase 32,743 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 8,185 shares of Common Stock became exercisable on October 19, 2011, and an additional 8,186 shares of Common Stock became exercisable on each of October 19, 2012, October 19, 2013 and October 19, 2014.

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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