

MSC INDUSTRIAL DIRECT CO INC

Form 4

July 03, 2012

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBSON MITCHELL

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)
02/28/2012

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

(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 11747

(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	02/28/2012		C	V 25,000 A	41,334	D	
Class A Common Stock	02/28/2012		G	V 20,000 D	21,334	D	
Class A Common Stock	06/29/2012		C	180,180 A	180,180	I	By Trust (6)
Class A	06/29/2012		S	32,720 D	147,460	I	By Trust

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Common Stock						65.35 (2)			(6)
Class A Common Stock	07/02/2012		S	3,000	D	\$ 66.03 (3)	144,460	I	By Trust (6)
Class A Common Stock	07/03/2012		S	6,600	D	\$ 65.27 (4)	137,860	I	By Trust (6)
Class A Common Stock							29,862	I	By Trust (5)

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 (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. Amount or Number of Shares
Class B Common Stock	(1)	02/28/2012		C	25,000	(1) (1)	Class A Common Stock	25,000
Class B Common Stock	(1)	06/29/2012		C	180,180	(1) (1)	Class A Common Stock	180,180
Class B Common Stock	(1)					(1) (1)	Class A Common Stock	(1)
Class B Common Stock	(1)					(1) (1)	Class A Common Stock	(1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Director 10% Owner Officer Other

JACOBSON MITCHELL

C/O MSC INDUSTRIAL DIRECT CO., INC.

75 MAXESS ROAD

MELVILLE, NY 11747

X

X

Signatures

/s/ J. Robert Small,

Attorney-in-Fact

07/03/2012

__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) The Class B Common Stock is convertible immediately in a one-for-one basis into shares of Class A Common Stock and does not expire.

The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$65.25 to \$65.48. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$66.01 to \$66.04. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$65.20 to \$65.51. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) Such shares are owned by trusts for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

(6) The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of grantor retained annuity trusts. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

(7) Amounts in Column 9 of Table II reflect changes in the form of beneficial ownership that have occurred since the Reporting Person last reported such beneficial ownership.

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.