

Armstrong Steve  
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, 2015  
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 \*  
Armstrong Steve

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)  
10/26/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, GC and Corp. Secy.

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 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) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                         |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Class A Common Stock, \$0.001 par value | 10/26/2018                           |                                                    | M                              | 679                                                               | A \$ 0 <sup>(1)</sup>                                                                         | 13,064                                                   | D                                                     |
| Class A Common Stock, \$0.001 par value | 10/26/2018                           |                                                    | M                              | 32.1739                                                           | A \$ 0 <sup>(2)</sup>                                                                         | 13,096                                                   | D                                                     |
|                                         | 10/26/2018                           |                                                    | F                              |                                                                   | D                                                                                             | 12,854                                                   | D                                                     |

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|                                                     |                        |             |
|-----------------------------------------------------|------------------------|-------------|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 242.1739<br><u>(3)</u> | \$<br>76.83 |
|-----------------------------------------------------|------------------------|-------------|

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

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**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) |         |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|---------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|---------|
|                                            |                                                        |                                      |                                                    |                                | V                                                                                       | (A) (D) | Date Exercisable                                         | Expiration Date |                                                               |         |
| Restricted Stock Units (RSU)               | <u>(1)</u>                                             | 10/26/2018                           |                                                    | M                              |                                                                                         | 679     | <u>(4)</u>                                               | <u>(4)</u>      | Class A Common Stock, \$0.001 par value                       | 679     |
| Dividend Equivalent Units (DEU)            | <u>(2)</u>                                             | 10/26/2018                           |                                                    | M                              |                                                                                         | 32.1739 | <u>(2)</u>                                               | <u>(2)</u>      | Class A Common Stock, \$0.001 par value                       | 32.1739 |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |                         |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                   | Director      | 10% Owner | Officer                 | Other |
| Armstrong Steve<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY US 11747 |               |           | SVP, GC and Corp. Secy. |       |

## Signatures

/s/ Steven  
Armstrong

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 solely to cover tax withholding obligations arising from the vesting of RSUs and DEUs.

(4) 679 of 3,397 RSUs granted on October 26, 2016 vested on each of October 26, 2017, and October 26, 2018. 679 RSUs vest on October 26, 2019, and 680 RSUs vest on each of October 26, 2020 and 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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