

GERSHWIND ERIK

Form 4

October 30, 2017

**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 \*  
GERSHWIND ERIK

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)  
10/26/2017

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

(Street)  
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<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 Acquired<br>(A) or 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 | 10/26/2017                              |   | M                                       | 2,313   | A<br>\$ 0<br>(1)   | 117,837  | D                                       |
| Class A<br>Common<br>Stock,<br>\$0.001 Par<br>Value | 10/26/2017                              |   | M                                       | 48.6006   | A<br>\$ 0<br>(2)   | 117,885  | 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.**

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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) |                  |                 |   |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                                   | Amount or Number of Shares |
| Restricted Stock Units (RSU)               | (1)  | 10/26/2017                           |  | M                              |   | 2,313  |   | (3)              | (3)             | Class A Common Stock, \$0.001 Par Value | 2,313                      |
| Dividend Equivalent units (DEU)            | (2)  | 10/26/2017                           |  | M                              |   | 48.6006  |   | (2)              | (2)             | Class A Common Stock, \$0.001 Par Value | 48.6006                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| GERSHWIND ERIK<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY US 11747 | X             |           | President and CEO |       |

## Signatures

/s/ Erik  
Gershwind  
10/30/2017  
\*\*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).

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- (1) Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.

The dividend equivalent units accrued with respect to an outstanding award 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 the Issuer's Class A Common Stock.

- (2) 2,313 of 11,566 RSUs granted on October 26, 2016 have vested on October 26, 2017, and will vest on each of October 26, 2018, October 26, 2019, October 26, 2020, and 2,314 of these RSUs will vest on 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.
- (3)

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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