MSC INDUSTRIAL DIRECT CO INC

Form 4

October 25, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GERSHWIND ERIK**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MSC INDUSTRIAL DIRECT CO INC [MSM]

(Check all applicable)

President and CEO

(Middle)

(Zip)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS RD.

(First)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

10/23/2013

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MELVILLE, NY US 11747

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Class A Common

Stock, 10/23/2013 6,115 40,813

\$0.001 par value

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date (courities (Month/Day/Year) cquired (A) Disposed of D) nstr. 3, 4,		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)	\$ 81.76	10/23/2013		A	45,393	<u>(3)</u>	10/22/2020	Class A Common Stock, \$0.001 par value	45,393

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
GERSHWIND ERIK						
C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS RD.	X		President and CEO			

MELVILLE, NY US 11747 **Signatures**

/s/ Erik

Gershwind 10/25/2013

**Signature of 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).
- These shares were granted under the Issuer's 2005 Omnibus Incentive Plan, and are subject to restrictions on transfer that terminate as (1) follows: one-half of such shares may be sold on or after October 23, 2016, an additional one-quarter may be sold on or after October 23,
- (1) follows: one-half of such shares may be sold on or after October 23, 2016, an additional one-quarter may be sold on or after October 23 3017, and an additional one-quarter may be sold on or after October 23, 2018.
- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
- An option to purchase 45,393 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus (3) Incentive Plan. 11,348 shares of Common Stock become exercisable on each of October 23, 2014, October 23, 2015 and October 23, 2016 and 11,349 shares become exercisable on October 23, 2017.

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.

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