

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 January 17, 2017

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 *
 Bonomo Charles

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)
 01/12/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior VP and CIO

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)
Class A Common Stock, \$0.001 par value	01/12/2017		M	4,903 A	\$ 58.9 8,204	D	
Class A Common Stock, \$0.001 par value	01/12/2017		S	4,903 D	\$ 99.17 3,301	D	
	01/12/2017		M	11,516 A	14,817	D	

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Class A Common Stock, \$0.001 par value					\$ 66.69		
Class A Common Stock, \$0.001 par value	01/12/2017	S	11,516	D	\$ 99.17 <u>(1)</u>	3,301	D
Class A Common Stock, \$0.001 par value	01/12/2017	M	3,248	A	\$ 69.46	6,549	D
Class A Common Stock, \$0.001 par value	01/12/2017	S	3,248	D	\$ 99.17 <u>(1)</u>	3,301	D

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options (right to buy) <u>(2)</u>	\$ 58.9	01/12/2017		M	4,903	<u>(3)</u>	10/18/2022	Class A Common Stock, \$0.001 par value	4,903
Options (right to	\$ 66.69	01/12/2017		M	11,516	<u>(4)</u>	10/20/2018	Class A Common	11,516

buy) ⁽²⁾								Stock, \$0.001 par value	
Options (right to buy) ⁽²⁾	\$ 69.46	01/12/2017	M	3,248	⁽⁵⁾	10/23/2019		Class A Common Stock, \$0.001 par value	3,248

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bonomo Charles C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			Senior VP and CIO	

Signatures

/s/ Charles
Bonomo

01/17/2017

 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).

(1) Represents the sale of 19,667 shares in 166 separate transactions, ranging from \$99.00 to \$99.88 per share, resulting in a weighted average sale price per share of \$99.1701. 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 within the range.

(2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

(3) An option to purchase 19,613 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus Incentive Plan. 4,903 shares of Common Stock became exercisable on October 19, 2016, and become exercisable on each of October 19, 2017, October 19, 2018 and 4,904 shares of Common Stock become exercisable on October 19, 2019.

(4) An option to purchase 11,516 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 2,879 shares of Common Stock became exercisable on each of October 21, 2012, October 21, 2013, October 21, 2014 and October 21, 2015.

(5) An option to purchase 13,291 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 3,322 shares of Common Stock became exercisable on October 24, 2013 and 3,323 shares of Common Stock became exercisable on each of October 24, 2014, October 24, 2015 and October 24, 2016.

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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