

Jilla Rustom
Form 4
October 23, 2018

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 *
Jilla Rustom

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)
10/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	10/19/2018		M	1,307	A \$ 0 ⁽¹⁾	14,661 ⁽²⁾	D
Class A Common Stock, \$0.001 par value	10/19/2018		M	97.4025	A \$ 0 ⁽³⁾	14,758 ⁽²⁾	D
	10/19/2018		F		D	14,281 ⁽²⁾	D

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Class A Common Stock, \$0.001 par value					477,4025 <u>(4)</u>	\$	80.65	
Class A Common Stock, \$0.001 par value	10/20/2018	M	1,036	A	\$ 0 <u>(1)</u>	15,317 <u>(2)</u>		D
Class A Common Stock, \$0.001 par value	10/20/2018	M	26,7593	A	\$ 0 <u>(3)</u>	15,343 <u>(2)</u>		D
Class A Common Stock, \$0.001 par value	10/20/2018	F	361.7593 <u>(4)</u>	D	\$ 80.65	14,982 <u>(2)</u>		D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units (RSU)	<u>(1)</u>	10/19/2018		M	1,307	<u>(5)</u> <u>(5)</u>	Class A Common Stock, \$0.001 par value 1,307
Restricted Stock Units (RSU)	<u>(1)</u>	10/20/2018		M	1,036	<u>(6)</u> <u>(6)</u>	Class A Common Stock, \$0.001 1,036

Dividend Equivalent Units (DEU)	(3)	10/19/2018	M	97.4025	(3)	(3)	par value Class A Common Stock, \$0.001 par value	97.4025
Dividend Equivalent Units (DEU)	(3)	10/20/2018	M	26.7593	(3)	(3)	par value Class A Common Stock, \$0.001 par value	26.7593

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jilla Rustom C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			EVP & Chief Financial Officer	

Signatures

/s/ Rustom Jilla 10/23/2018

__Signature of Date
Reporting Person

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) Includes shares acquired under the company's Associate Stock Purchase Plan.
- (3) 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.
- (4) Disposition of Class A Common Stock to the Issuer solely to cover tax withholding obligations arising from the vesting of RSUs and DEUs.
1,307 of 6,536 RSUs granted on October 19, 2015 vested on each of October 19, 2016, October 19, 2017, and October 19, 2018. 1,307 RSUs vest on October 19, 2019, and 1,308 RSUs vest on October 19, 2020, 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.
- (6) 1,036 of 5,182 RSUs granted on October 20, 2017 vested October 20, 2018. 1,036 RSUs vest on each of October 20, 2019, and October 20, 2020, and 1,037 RSUs vest on each of October 20, 2021, and October 20, 2022, 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. 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.