

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 January 13, 2014

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2014

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

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

(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	01/09/2014		C	25,000	A	\$ 83,813	D
Class A Common Stock, \$0.001 par value	01/09/2014		S	2,000	D	\$ 84.5	81,813 D
	01/10/2014		S	18,334	D	63,479	D

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Class A
Common
Stock,
\$0.001 par
value

\$
85.2405
(2)

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
Class B Common Stock	<u>(1)</u>	01/09/2014		C	25,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock, \$0.001 par value	25,000
Class B Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock, \$0.001 par value	152,498
Class B Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock, \$0.001 par value	139,677

Reporting Owners

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

75 MAXESS RD.
MELVILLE, NY US 11747

Signatures

/s/ Erik

Gershwind

01/13/2014

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) The Class B Common Stock is convertible immediately on a one-for-one basis into shares of Class A Common Stock and does not expire. Represents the sale of 18,334 shares in 17 separate transactions, ranging from \$84.50 to \$85.32 per share, resulting in a weighted average sale price per share of \$85.2405. 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.
- (3) Includes 16,923 shares of Class B Common Stock distributed to Mr. Gershwind as annuity payments from Grantor Retained Annuity Trusts and reflects a transfer of 25,000 shares of Class B Common Stock to Grantor Retained Annuity Trusts, of which the Reporting Person is the sole annuitant and trustee.
- (4) Represents shares of Class B Common Stock held by trusts of which the Reporting Person is a beneficiary and co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- (5) Reflects a distribution of 16,923 shares of Class B Common Stock to Mr. Gershwind as annuity payments from Grantor Retained Annuity Trusts and a transfer by Mr. Gershwind of 25,000 shares of Class B Common Stock to Grantor Retained Annuity Trusts, of which the Reporting Person is the sole annuitant and trustee.
- (6) Represents shares of Class B Common Stock held by trusts of which the Reporting Person is the sole annuitant and trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

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.