#### MSC INDUSTRIAL DIRECT CO INC

Form 4 April 13, 2016

## 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 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

MSC INDUSTRIAL DIRECT CO

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Jones Douglas E

(First)

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

MELVILLE, NY US 11747

(Middle)

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

04/11/2016

INC [MSM]

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below) EVP, Chief Supply Chain

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	y 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. Securit or(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock, \$0.001 par value	04/11/2016		M	12,119	A	\$ 54.52	29,330	D	
Class A Common Stock, \$0.001 par value	04/11/2016		S	12,119	D	\$ 76	17,211	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orderivative 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
Options (right to buy) (1)	\$ 54.52	04/11/2016		M	12,119	(2)	10/18/2017	Class A Common Stock, \$0.001 par value	12,119

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jones Douglas E C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747

EVP, Chief Supply Chain

### **Signatures**

/s/ Douglas

Jones 04/13/2016

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

An option to purchase 24,238 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus (2) Equity Plan. 6,059 shares of Common Stock became exercisable on each of October 19, 2011 and October 19, 2013. An additional 6,060 shares of Common Stock became exercisable on each of October 19,2012 and October 19, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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