

GERSHWIND ERIK

Form 4

October 30, 2018

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
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

OMB APPROVAL

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2018

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

(Street)
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	10/26/2018		M	2,313	A \$ 0 ⁽¹⁾ 105,589	D	
Class A Common Stock, \$0.001 par value	10/26/2018		M	109.5995	A \$ 0 ⁽²⁾ 105,699	D	
	10/26/2018		F	0.5995 ⁽³⁾	D 105,698	D	

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Class A
Common
Stock,
\$0.001 par
value

\$
76.83

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Restricted Stock Units (RSU)	<u>(1)</u>	10/26/2018		M		2,313		<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$0.001 par value	2,313
Dividend Equivalent Units (DEU)	<u>(2)</u>	10/26/2018		M		109.5995		<u>(2)</u>	<u>(2)</u>	Class A Common Stock, \$0.001 par value	109.599

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	X		President and CEO	

Signatures

/s/ Erik

Gershwind

10/30/2018

 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) Each RSU represents a contingent right to receive one share of Common Stock.

(2) 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.

(3) Disposition of Class A Common Stock to the Issuer to partially cover tax withholding obligations arising from the vesting of RSUs and DEUs.

(4) 2,313 of 11,566 RSUs granted on October 26, 2016 vested on each of October 26, 2017 and October 26, 2018. 2,313 RSUs vest on each of October 26, 2019, and October 26, 2020, and 2,314 RSUs vest on October 26, 2021, 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.

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