

KELLY DENIS F  
Form 4  
January 29, 2019

**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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLY DENIS F**

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)  
**01/25/2019**

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

**MELVILLE, NY US 11747**

(City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	01/25/2019		M		580	A	\$ 0 <u>(1)</u>	9,980	D
Class A Common Stock, \$0.001 par value	01/25/2019		M		16	A	\$ 0 <u>(2)</u>	9,996	D
	01/26/2019		M		555	A	\$ 0 <sup>(1)</sup>	10,551	D

Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

01/26/2019

M

29

A

\$ 0 <sup>(2)</sup>

10,580

D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/28/2019

S

1,180

D

\$  
82.1801

9,400

D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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. 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 of Number of Shares
Dividend Equivalent Unit	(2)	01/22/2019		A	V	13.3793		(2)	(2)	Class A Common Stock, \$0.001 par value	13.7393
Restricted Stock Units (RSU)	(1)	01/25/2019		M			580	(3)	(3)	Class A Common Stock, \$0.001 par value	580
Dividend Equivalent Units (DEU)	(2)	01/25/2019		M			16	(2)	(2)	Class A Common Stock, \$0.001 par value	16

Restricted Stock Units (RSU)	<u>(1)</u>	01/26/2019	M	555	<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$0.001 par value	555
Dividend Equivalent Units (DEU)	<u>(2)</u>	01/26/2019	M	29	<u>(2)</u>	<u>(2)</u>	Class A Common Stock, \$0.001 par value	29

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY DENIS F C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	X			

## Signatures

/s/ Denis Kelly 01/29/2019

\*\*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.
- 580 of 1,161 RSUs granted on January 25, 2018 vested on January 25, 2019, and 581 shares vest on January 25, 2020, provided that the
- (3) Reporting Person continues to serve as Outside Director through the applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.
- (4) 555 of 1,110 RSUs granted on January 26, 2017 vested on each of January 26, 2018 and January 26, 2019.

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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