

Davanzo Christopher
Form 4
January 24, 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 *
Davanzo Christopher

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)
01/23/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Finance and Controller

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	01/23/2018		M	2,991	A \$ 71.33	9,539	D
Class A Common Stock, \$0.001 par value	01/23/2018		M	8,117	A \$ 81.76	17,656	D
	01/23/2018		S	11,108	D \$ 95	6,548	D

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Class A
Common
Stock,
\$0.001 par
value

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)	8. I. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options (right to buy) ⁽¹⁾	\$ 71.33	01/23/2018		M	2,991	⁽²⁾ 10/25/2023		Class A Common Stock, \$0.001 par value	2,991
Options (right to buy) ⁽¹⁾	\$ 81.76	01/23/2018		M	8,117	⁽³⁾ 10/22/2020		Class A Common Stock, \$0.001 par value	8,117

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davanzo Christopher C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			SVP, Finance and Controller	

Signatures

/s/ Christopher
Davanzo

01/24/2018

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

An option to purchase 11,964 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus

(2) Incentive Plan. 2,991 shares of Common Stock became exercisable on October 26, 2017, and will become exercisable on each of October 26, 2018, October 26, 2019, and October 26, 2020.

An option to purchase 8,117 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus

(3) Incentive Plan. 2,029 shares of Common Stock became exercisable on each of October 23, 2014, October 23, 2015, and October 23, 2016, and 2,030 shares became exercisable on October 23, 2017.

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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