

MSC INDUSTRIAL DIRECT CO INC

Form 4

January 13, 2014

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JACOBSON MITCHELL

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)

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 11747

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 01/09/2014                              |                                                             | C                                       | 100,000                                                                 | A \$ 0 <sup>(2)</sup> 137,644                                                                                      | D                                                                          |                                                                                |
| Class A<br>Common<br>Stock            | 01/09/2014                              |                                                             | S                                       | 13,334                                                                  | D \$ 84.24 <sup>(1)</sup> 124,310                                                                                  | D                                                                          |                                                                                |
| Class A<br>Common<br>Stock            | 01/10/2014                              |                                                             | S                                       | 26,668                                                                  | D \$ 85.25 <sup>(5)</sup> 97,642                                                                                   | D                                                                          |                                                                                |
| Class A                               |                                         |                                                             |                                         |                                                                         | 12,207                                                                                                             | I                                                                          | See                                                                            |

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

|                      |        |   |  |  |  |                 |
|----------------------|--------|---|--|--|--|-----------------|
| Common Stock         |        |   |  |  |  | Footnote<br>(3) |
| Class A Common Stock | 95,622 | I |  |  |  | By Trust<br>(4) |

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                         |
| Class B Common Stock                       | (2)                                                    | 01/09/2014                           |                                                    | C                              | 100,000                                                                                 | (2)                                                      | (2)                                                           | Class A Common Stock 100,000  |
| Class B Common Stock                       | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2)                                                      | (2)                                                           | Class A Common Stock (2)      |
| Class B Common Stock                       | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2)                                                      | (2)                                                           | Class A Common Stock (2)      |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                  | Director      | 10% Owner | Officer | Other |
| JACOBSON MITCHELL<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY 11747 | X             | X         |         |       |

## Signatures

/s/ J. Robert Small,  
Attorney-in-Fact

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).

- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$84.00 to \$84.70. The Reporting Person
- (1) undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) The Class B Common Stock is convertible immediately in a one-for-one basis into shares of Class A Common Stock and does not expire.
  - (3) The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of grantor retained annuity trusts. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
  - (4) Such shares are owned by trusts for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$84.75 to \$85.50. The Reporting Person
- (5) undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (6) Amounts in Column 9 of Table II reflect changes in the form of beneficial ownership that have occurred since the Reporting Person last reported such beneficial ownership.

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.