#### **GOESER LOUISE K**

Form 4

February 15, 2018

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Month/Day/Year) Execution Date, if

1(b).

(Last)

Security

(Instr. 3)

Derivative

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**GOESER LOUISE K** 

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

MSC INDUSTRIAL DIRECT CO

INC [MSM]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

01/30/2018

X\_ Director 10% Owner Officer (give title below)

Other (specify

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

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(Instr. 4)

MELVILLE, NY 11747

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

Conversion

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

(Instr. 8)

4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of

5. Number 6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. F Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Unit	<u>(1)</u>	01/30/2018		A	V	3.442		<u>(1)</u>	<u>(1)</u>	Class A Common Stock, \$0.001 par value	3.442	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOESER LOUISE K C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747



# **Signatures**

/s/ Louise Goeser 02/15/2018

\*\*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).

The dividend equivalent units accrued with respect to an outstanding award of restricted stock units (RSUs) and vest at the same time(s)

(1) as the underlying RSUs. Each dividend equivalent unit represents a contingent right to receive one share of the Issuer's Class A Common Stock

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.

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