#### Edgar Filing: GERSHWIND ERIK - Form 4

GERSHWIN Form 4											
November 1	3, 2012										
FORM					NGE C	COMMISSION	OMB APPROVAL OMB 3235-0				
Check the	is box		Was	shington,	D.C. 20	549			Number:	January 31	
if no long subject to Section 1 Form 4 o	6. <b>SIAIE</b> N	STATEMENT OF CHAN				ICIA	LOW	NERSHIP OF		timated average rden hours per	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17(	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 I	Responses)										
1. Name and Address of Reporting Person <u>*</u> GERSHWIND ERIK			2. Issuer Name <b>and</b> Ticker or Trading Symbol MSC INDUSTRIAL DIRECT CO INC [MSM]					5. Relationship of Reporting Person(s) to Issuer			
	(Check all applicable)										
(Last) C/O MSC II	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2012					X Director 10% Owner X Officer (give title Other (specify below) below) President and COO					
CO., INC., 1	75 MAXESS RD	).									
	(Street)	(Street) 4. If Ame Filed(Mon			-	1		<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
MELVILLE	E, NY US 11747							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	med 3. 4. Securities Acquired n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Class				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock, \$0.001 par value	11/09/2012			S	1,200	D	\$ 70.57 (1)	43,975	D		

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
GERSHWIND ERIK C/O MSC INDUSTRIA 75 MAXESS RD. MELVILLE, NY US 1	Х		President and COO					
Signatures								
/s/ Erik Gershwind	11/13/2012							
<u>**</u> Signature of	Date							

**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).

Represents the sale of 1,200 shares in 14 separate transactions, ranging from \$70.50 to \$70.65 per share, resulting in a weighted average (1) sale price per share of \$70.57. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

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.