

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 August 06, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PELLER PHILIP**

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)  
**08/02/2013**

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 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock, \$0.001 par value	08/02/2013		M		526 A \$ 28.3	10,135	D
Class A Common Stock, \$0.001 par value	08/02/2013		M		5,000 A \$ 39.15	15,135	D
	08/02/2013		S		5,526 D \$ 84	9,609	D

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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(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. Title and Amount of Derivative Securities (Instr. 3 and 4)
							Title	Amount or Number of Shares
Options (right to buy) <sup>(1)</sup>	\$ 28.3	08/02/2013		M	526	<sup>(2)</sup> 01/05/2014	Class A Common Stock, \$ 0.001 par value	526
Options (right to buy) <sup>(1)</sup>	\$ 39.15	08/02/2013		M	5,000	<sup>(3)</sup> 01/01/2014	Class A Common Stock, \$ 0.001 par value	5,000

## Reporting Owners

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

## Signatures

/s/Philip Peller

08/06/2013

\*\*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) Options to purchase Issuer's Class A Common Stock, \$ 0.001 par value ("Common Stock").
  - (2) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-half of such option became exercisable on each of January 6, 2005 and January 6, 2006.
  - (3) An option to purchase 2,500 shares of the Issuer's Class A Common Stock was issued to the Reporting Person under the Issuer's 2005 Stock Option Plan. One-half of such option became exercisable on each of January 2, 2008 and January 2, 2009.

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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