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MSC INDUSTRIAL DIRECT CO INC

Form 4 July 17, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Washington, D.C. 20549 Check this box

3235-0287 Number:

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

January 31, Expires: 2005 Estimated average

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
JACOBSON MITCHELL

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

MSC INDUSTRIAL DIRECT CO INC [MSM]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

_X__ 10% Owner _X__ Director _ Other (specify Officer (give title

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

07/15/2014

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

MELVILLE, NY 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. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Class A Common Stock	07/15/2014		C	50,000	A	<u>(1)</u>	118,980	D	
Class A Common Stock	07/15/2014		S	30,000	D	\$ 89.58 (2)	88,980	D	
Class A Common Stock							107,829	I	By Trust

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

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A or Disposed (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. P. Deri Secu (Ins
				Code V	(A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(1)</u>	07/15/2014		C	50,00	00	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	50,000	:
Class B Common Stock	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	Class A Common Stock	<u>(1)</u>	
Class B Common Stock	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	Class A Common Stock	(1)	

Reporting Owners

**Signature of Reporting Person

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

Signatures

/s/ J. Robert Small, Attorney-in-Fact 07/17/2014

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).

Date

(1) 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.

Reporting Owners 2

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- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$89.50 to \$89.83. The Reporting Person (2) 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.
- (3) 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 trust.
- (4) 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.

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.