

WRIGHT DAVID

Form 4

October 24, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT DAVID

(Last) (First) (Middle)

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

(Street)

MELVILLE, NY US 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**MSC INDUSTRIAL DIRECT CO
INC [MSM]**

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

10/20/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, SALES

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.001 par value	10/22/2017		F	155 (1) D	\$ 79.6 18,832 (2)	D	
Class A Common Stock, \$0.001 par value					2,667	I	By 401(k) Plan

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	10/20/2017		A		2,072		(4)	(4)	Class A Common Stock, \$0.001 par value	2,072
Options (right to buy) (5)	\$ 79.6	10/20/2017		A		11,020		(6)	10/19/2024	Class A Common Stock, \$0.001 par value	11,020

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WRIGHT DAVID C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	SVP, SALES

Signatures

/s/ David Wright 10/24/2017
 **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).

(1) Disposition of Class A Common Stock to the Issuer solely to cover tax withholding obligations arising from the vesting of the previous grant of restricted shares.

(2) Includes shares acquired under the company's Associate Stock Purchase Plan.

(3) Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.

414 of 2,072 RSUs granted on October 20, 2017 will vest on each of October 20, 2018, October 20, 2019, and October 20, 2020, and 415

(4) RSUs will vest on each of October 20, 2021, and October 20, 2022, provided that the Reporting Person remains continuously employed by the Issuer through each applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.

(5) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

An option to purchase 11,020 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus

(6) Incentive Plan. 2,755 shares of Common Stock become exercisable on each of October 20, 2018, October 20, 2019, October 20, 2020, and October 20, 2021.

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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