

GERSHWIND ERIK
Form 4
January 16, 2013

FORM 4

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

OMB APPROVAL

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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 *
GERSHWIND ERIK

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

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
MELVILLE, NY US 11747

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

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock, \$0.001 par value | 01/15/2013 | | M | | 8,500 | A | \$ 23.41 |
| Class A Common Stock, \$0.001 par value | 01/15/2013 | | M | | 20,000 | A | \$ 42.78 |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) ⁽¹⁾ | \$ 23.41 | 01/15/2013 | | M | 8,500 | ⁽²⁾ 10/19/2013 | Class A Common Stock, \$0.001 par value | 8,500 |
| Options (right to buy) ⁽¹⁾ | \$ 42.78 | 01/15/2013 | | M | 20,000 | ⁽³⁾ 10/15/2013 | Class A Common Stock, \$0.001 par value | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS RD. MELVILLE, NY US 11747 | X | | President and CEO | |

Signatures

/s/ Erik Gershwind 01/16/2013

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

An option to purchase 8,500 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock

(2) Option Plan. 1,700 shares of Common Stock became exercisable on each of October 20, 2004, October 20, 2005, October 20, 2006, October 20, 2007, and October 20, 2008.

An option to purchase 20,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus

(3) Equity Plan. 5,000 shares of Common Stock became exercisable on each of October 16, 2007, October 16, 2008, October 16, 2009, and October 16, 2010.

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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