

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 January 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
 McGuire Eileen

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 ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/16/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP of Human Resources

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

(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	01/16/2014		M		5,000	A	\$ 38.07 20,340	D
Class A Common Stock, \$0.001 par value	01/16/2014		M		18,928	A	\$ 44.17 39,268	D
	01/16/2014		M		12,278	A	\$ 54.52 51,546	D

Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

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Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

01/16/2014 M 6,689 A \$ 66.69 58,235 D

01/16/2014 M 3,919 A \$ 69.46 62,154 D

01/16/2014 S 46,814 D \$ 88.5572 15,340 D
(1)

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) <u>(2)</u>	\$ 38.07	01/16/2014		M	5,000	<u>(3)</u> 10/15/2015	Class A Common Stock, \$0.001 par value	5,000
Options (right to	\$ 44.17	01/16/2014		M	18,928	<u>(4)</u> 10/12/2016	Class A Common	18,928

buy) ⁽²⁾								Stock, \$0.001 par value	
Options (right to buy) ⁽²⁾	\$ 54.52	01/16/2014	M	12,278	⁽⁵⁾	10/18/2017		Class A Common Stock, \$0.001 par value	12,278
Options (right to buy) ⁽²⁾	\$ 66.69	01/16/2014	M	6,689	⁽⁶⁾	10/20/2018		Class A Common Stock, \$0.001 par value	6,689
Options (right to buy) ⁽²⁾	\$ 69.46	01/16/2014	M	3,919	⁽⁷⁾	10/23/2019		Class A Common Stock, \$0.001 par value	3,919

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGuire Eileen C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747				EVP of Human Resources

Signatures

/s/ Eileen
McGuire

01/21/2014

^{**}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 the sale of 46,814 shares in 70 separate transactions ranging from \$88.3750 to \$88.8600 per share resulting in a weighted average sale price per share of \$88.5572. 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 range.
 - (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

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 Equity Plan. 5,000 shares of Common Stock became exercisable on each of October 16, 2009, October 16, 2010, October 16, 2011, and October 16, 2012.

An option to purchase 18,928 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 4,732 shares of Common Stock became exercisable on each of October 13, 2010, October 13, 2011, October 13, 2012 and October 13, 2013.

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(5) An option to purchase 16,371 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 4,092 shares of Common Stock became exercisable on October 19, 2011, and 4,093 shares of Common Stock became exercisable on each of October 19, 2012 and October 19, 2013 and an additional 4,093 shares of Common Stock will become exercisable on October 19, 2014.

(6) An option to purchase 13,379 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 3,344 shares of Common Stock became exercisable on October 21, 2012 and 3,345 shares of Common Stock became exercisable on October 21, 2013 and an additional 3,345 shares of Common Stock will become exercisable on each of October 21, 2014, and October 21, 2015.

(7) An option to purchase 15,676 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 3,919 shares of Common Stock became exercisable on October 24, 2013 and an additional 3,919 shares of Common Stock will become exercisable on each of October 24, 2014, October 24, 2015 and October 24, 2016.

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.