

POLLI GREGORY

Form 4

October 23, 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 *
POLLI GREGORY

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**

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2017

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP, PRODUCT MANAGEMENT

(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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	10/19/2017		M		495	A	\$ 0 <u>(1)</u>	7,600 <u>(2)</u>	D
Class A Common Stock, \$0.001 par value	10/19/2017		M		23.4963	A	\$ 0 <u>(3)</u>	7,623 <u>(2)</u>	D
	10/19/2017		F			D		7,431 ⁽²⁾	D

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Class A Common Stock, \$0.001 par value	192.4963 <u>(4)</u>	\$ 78.38
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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 Units (RSU)	<u>(1)</u>	10/19/2017		M		495		<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$0.001 par value	495
Dividend Equivalent Units (DEU)	<u>(3)</u>	10/19/2017		M		23.4963		<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.001 par value	23.4963

Reporting Owners

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

Signatures

/s/ Gregory Polli

10/23/2017

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

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

The dividend equivalent units accrued with respect to an outstanding award of restricted stock units (RSUs) and vest at the same time(s)
(3) as the underlying RSUs. Each dividend equivalent unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.

(4) Disposition of Class A Common Stock to the Issuer solely to cover tax withholding obligations arising from the vesting of RSUs and DEUs.

494 of 2,474 RSUs granted on October 19, 2015 vested on October 19, 2016. 495 RSUs have vested on October 19, 2017. 495 RSUs will
(5) vest on each of October 19, 2018, October 19, 2019 and October 19, 2020, 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.

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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