

Byrnes Jonathan L.S.
Form 4
January 29, 2019

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 *
Byrnes Jonathan L.S.

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2019

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

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

(Street)

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

MELVILLE, NY US 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. 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock, \$0.001 par value	01/25/2019		M	580	A	\$ 0 (1)	12,137	D
Class A Common Stock, \$0.001 par value	01/25/2019		M	16	A	\$ 0 (2)	12,153	D
	01/26/2019		M	555	A		12,708	D

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Class A
Common
Stock,
\$0.001 par
value

\$ 0
(1)

Class A
Common
Stock, 01/26/2019 M 29 A \$ 0
\$0.001 par (2) 12,737 D
value

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

SEC 1474
(9-02)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Dividend Equivalent Unit	<u>(2)</u>	01/22/2019		A V	13,379		<u>(2)</u>	<u>(2)</u>	Class A Common Stock, \$0.001 par value	13,739
Restricted Stock Units (RSU)	<u>(1)</u>	01/25/2019		M		580	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.001 par value	580
Dividend Equivalent Units (DEU)	<u>(2)</u>	01/25/2019		M		16	<u>(2)</u>	<u>(2)</u>	Class A Common Stock, \$0.001 par value	16
Restricted Stock Units (RSU)	<u>(1)</u>	01/26/2019		M		555	<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$0.001 par value	555

