MSC INDUSTRIAL DIRECT CO INC
Form 4
January 21, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Armstrong Steve

(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)
01/17/2014

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 below) _____ Other (specify below)
SVP, GC and Corp. Secy.

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, $0.001 par value	01/17/2014		M		3,422	A	$ 44.17	15,482	D	
Class A Common Stock, $0.001 par value	01/17/2014		S		3,422	D	$ 88.7874 (1)	12,060	D	

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

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SEC 1474 (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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) (2)	$ 44.17	01/17/2014		M			3,422	(3)	10/12/2016	Class A Common Stock, $0.001 par value	3,422	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armstrong Steve C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			SVP, GC and Corp. Secy.	

Signatures

/s/ Steve Armstrong	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 3,422 shares in 5 separate transactions, ranging from $88.6901 to $88.9500 per share, resulting in a weighted average sale price per share of $88.7874. 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 within the range.

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

(3) 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.

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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