

MSC INDUSTRIAL DIRECT CO INC

Form 4

December 01, 2014

FORM 4UNITED 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 *
SANDLER DAVID

(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)

11/14/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice Chairman

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. 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)
Class A Common Stock, \$0.001 par value	11/14/2014		G	V 6,348 (1)	A (2) 206,457	D	
Class A Common Stock, \$0.001 par value	11/14/2014		G	V 8,397 (3)	D (2) 198,060	D	
	11/26/2014		A	8,603	\$ 0 206,662	D	

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Class A Common Stock, \$0.001 par value	<u>A</u> (4)			
Class A Common Stock, \$0.001 par value		8,635	I	See footnote (5)
Class A Common Stock, \$0.001 par value		8,397	I	See footnote (5)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANDLER DAVID C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	X Executive Vice Chairman

Signatures

/s/ David
Sandler

12/01/2014

 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 shares transferred on November 14, 2014 to the Reporting Person from a grantor retained annuity trust ("GRAT"), of which the Reporting Person is the sole annuitant and the Reporting Person's spouse is a trustee.
- (2) Not applicable.
- (3) Represents shares transferred on November 14, 2014 to a grantor retained annuity trust ("GRAT"), of which the Reporting Person is the sole annuitant and the Reporting Person's spouse is a trustee.

Represents dividend equivalent units ("DEUs") accrued on restricted stock units granted to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. DEUs are settled in shares of the Issuer's Class A Common Stock, \$0.001 par value, upon the vesting of the underlying restricted stock units.
- (4) Represents shares transferred on November 14, 2014 to a grantor retained annuity trust ("GRAT"), of which the Reporting Person is the sole annuitant and the Reporting Person's spouse is a trustee.
- (5) Represents shares held in a GRAT of which the Reporting Person is the sole annuitant and the Reporting Person's spouse is a trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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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