

KELLY DENIS F  
Form 4  
January 29, 2019

**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 \*  
KELLY DENIS F

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)  
01/25/2019

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

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock, \$0.001 par value | 01/25/2019                           |  | M                              | 580   | A \$ 0 <sup>(1)</sup>   | 9,980  | D   |
| Class A Common Stock, \$0.001 par value | 01/25/2019                           |  | M                              | 16  | A \$ 0 <sup>(2)</sup>   | 9,996  | D   |
|   | 01/26/2019                           |  | M                              | 555   | A \$ 0 <sup>(1)</sup>   | 10,551   | D   |

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Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

01/26/2019

M 29 A \$ 0 <sup>(2)</sup> 10,580 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/28/2019

S 1,180 D \$ 82.1801 9,400 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 of Number of Shares                              |
| Dividend Equivalent Unit                   | <u>(2)</u>   | 01/22/2019                           |  | A                              | V 13.3793   | <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 |
| Dividend Equivalent Units (DEU) | <u>(2)</u> | 01/26/2019 | M | 29  | <u>(2)</u> | <u>(2)</u> | Class A Common Stock, \$0.001 par value | 29  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KELLY DENIS F<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY US 11747 | X             |           |         |       |

## Signatures

/s/ Denis Kelly                      01/29/2019  
 \*\*Signature of                      Date  
 Reporting Person

## 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 Common Stock.
- (2) The dividend equivalent units accrued with respect to outstanding awards of restricted stock units (RSUs) and vest at the same time(s) as the underlying RSUs. Each dividend equivalent unit represents a contingent right to receive one share of Common Stock.  
 580 of 1,161 RSUs granted on January 25, 2018 vested on January 25, 2019, and 581 shares vest on January 25, 2020, provided that the
- (3) Reporting Person continues to serve as Outside Director through the applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.
- (4) 555 of 1,110 RSUs granted on January 26, 2017 vested on each of January 26, 2018 and January 26, 2019.

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.