

MSC INDUSTRIAL DIRECT CO INC
Form 4
July 30, 2015

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 *
SANDLER DAVID

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)
05/15/2015

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

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	05/15/2015		G	V	20,000 (1)	D	\$ 0 (2) 102,305	D
Class A Common Stock, \$0.001 par value	05/15/2015		G	V	20,000 (1)	A	\$ 0 (2) 57,032	I
	07/28/2015		A		403 (4)	A	102,708	D

see footnote (3)

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- (1) Represents shares transferred on May 15, 2015 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.
- (2) Not applicable.
- (3) Represents shares held in GRATs 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.
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)

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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