

BARUCH STEVEN N

Form 4

November 21, 2017

FORM 4**UNITED 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARUCH STEVEN N

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)
11/20/2017

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP, STRATEGY & MARKETING

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.001 par value	11/20/2017		M	4,682 A	\$ 66.69 10,556 ⁽¹⁾	D	
Class A Common Stock, \$0.001 par value	11/20/2017		S	672 D	\$ 81.1501 9,884 ⁽¹⁾	D	
	11/20/2017		S	408 D	9,476 ⁽¹⁾	D	

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Class A
Common
Stock,
\$0.001 par
value

\$
81.1876

Class A
Common
Stock, 11/20/2017
\$0.001 par
value

S 4,682 D \$ 81.2721 4,794 ⁽¹⁾ D

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. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽²⁾	\$ 66.69	11/20/2017		M		4,682		⁽³⁾	10/20/2018	Class A Common Stock, \$0.001 par value	4,682

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARUCH STEVEN N
C/O MSC INDUSTRIAL DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE, NY US 11747

EVP, STRATEGY & MARKETING

Signatures

/s/ Steven
Baruch

11/21/2017

__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) Includes shares acquired under the company's Associate Stock Purchase Plan.

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

An option to purchase 4,682 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus

(3) Incentive Plan. 1,170 shares of Common Stock became exercisable on each of October 21, 2012 and October 21, 2013 and 1,171 shares became exercisable on each of October 21, 2014 and October 21, 2015

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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