

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 February 22, 2017

**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 \*  
 Heerdt Kari D

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)  
 02/17/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Chief People Officer

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock, \$0.001 par value | 02/17/2017                           |  | M                              | 4,903 A   | \$ 58.9   | 8,961  | D  |
| Class A Common Stock, \$0.001 par value | 02/17/2017                           |  | S                              | 3,563 D   | \$ 104.42   | 5,398 <sup>(2)</sup>                                     | D  |
|   |                                      |  |                                |   | <u>(1)</u>  |  |  |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Options (right to buy) <sup>(3)</sup>      | \$ 58.9  | 02/17/2017                           |  | M                              | 4,903   | <sup>(4)</sup> 10/18/2022                                | Class A Common Stock, \$0.001 par value                       | 4,903   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Heerdt Kari D<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY US 11747 |               |           | SVP, Chief People Officer |       |

## Signatures

/s/ Kari Heerdt 02/22/2017

\*\*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).  
Represents the sale of 3,563 shares in 15 separate transactions, ranging from \$104.41 to \$104.44 per share, resulting in a weighted average sale price per share of \$104.42. 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) Includes shares acquired under the company's Associate Stock Purchase Plan.

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

An option to purchase 19,613 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus

- (4) Equity Plan. 4,903 shares of Common Stock became exercisable on October 19, 2016. An additional 4,903 shares of Common Stock become exercisable on each of October 19, 2017, October 19, 2018 and 4,904 on October 19, 2019.

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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