

BARUCH STEVEN N
Form 4
October 30, 2018

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

(Last) (First) (Middle)
C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2018

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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock, \$0.001 par value | 10/26/2018 | | M | | 350 | A | \$ 0 ⁽¹⁾ 5,995 ⁽²⁾ | D |
| Class A Common Stock, \$0.001 par value | 10/26/2018 | | M | | 16.5846 | A | \$ 0 ⁽³⁾ 6,011 ⁽²⁾ | D |
| | 10/26/2018 | | F | | | D | 5,901 ⁽²⁾ | D |

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| | | |
|---|------------------------|-------------|
| Class A Common Stock, \$0.001 par value | 110,5846 <u>(4)</u> | \$ 76.83 |
|---|------------------------|-------------|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units (RSU) | <u>(1)</u> | 10/26/2018 | | M | 350 | <u>(5)</u> <u>(5)</u> | Class A Common Stock, \$0.001 par value 350 |
| Dividend Equivalent Units (DEU) | <u>(3)</u> | 10/26/2018 | | M | 16.5846 | <u>(3)</u> <u>(3)</u> | Class A Common Stock, \$0.001 par value 16.5864 |

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

10/30/2018

__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) Each RSU represents a contingent right to receive one share of Common Stock.
- (2) Includes shares acquired under the company's Associate Stock Purchase Plan.
- (3) 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.
- (4) Disposition of Class A Common Stock to the Issuer solely to cover tax withholding obligations arising from the vesting of RSUs and DEUs.

350 of 1,751 RSUs granted on October 17, 2018 will vest on each of October 17, 2019, October 17, 2020, October 17, 2021, and October 17, 2022, and 351 RSUs will vest on October 17, 2023, provided that the Reporting Person remains continuously employed by the Issuer through each applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.

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.