

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 January 21, 2014

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/16/2014**

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

**C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS RD.**

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	01/16/2014		M	5,000 A	\$ 35.2	13,687	D
Class A Common Stock, \$0.001 par value	01/16/2014		M	5,000 A	\$ 38.52	18,687	D
	01/16/2014		S	10,781 D		7,906	D

Class A  
Common  
Stock,  
\$0.001 par  
value

\$  
88.4109  
(1)

Class A  
Common  
Stock, 01/16/2014

A      1,298      A      \$ 0      9,204      D

(2)

Stock, \$0.001 par  
value

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 Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options (right to buy) <sup>(3)</sup>	\$ 35.2	01/16/2014		M	5,000	<sup>(4)</sup> 01/03/2015	Class A Common Stock, \$0.001 par value	5,000	
Options (right to buy) <sup>(3)</sup>	\$ 38.52	01/16/2014		M	5,000	<sup>(5)</sup> 01/07/2015	Class A Common Stock, \$0.001 par value	5,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

KELLY DENIS F  
C/O MSC INDUSTRIAL DIRECT CO., INC. X  
75 MAXESS RD.  
MELVILLE, NY US 11747

## Signatures

/s/ Denis Kelly 01/21/2014

\*\*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).  
Represents the sale of 10,781 shares in 40 separate transactions ranging from \$87.7800 to \$88.6400 per share, resulting in a weighted  
(1) average sale price per share of \$88.4109. 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) These shares were granted under the Issuer's 2005 Omnibus Incentive Plan. One-half of the shares will vest on January 16, 2015 and one-half of the shares will vest on January 16, 2016.  
(3) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").  
(4) Options to purchase 2,500 shares of Class A Common Stock became exercisable on each of January 4, 2006 and January 4, 2007.  
(5) Options to purchase 2,500 shares of Class A Common Stock became exercisable on each of January 8, 2009 and January 8, 2010.

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.