

GERSHWIND ERIK
Form 4
November 02, 2012

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 *
GERSHWIND ERIK

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)

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

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

11/01/2012

President and COO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

MELVILLE, NY US 11747

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 Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock, \$0.001 par value | 11/01/2012 | | C | 50,000 | A | 68,175 | D |
| Class A Common Stock, \$0.001 par value | 11/01/2012 | | S | 16,000 | D | \$ 70.5 | 52,175 D |

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Class B Common Stock | (1) | 11/01/2012 | | C | 50,000 | (1) (1) | Class A Common Stock, \$0.01 par value | 50,000 |
| Class B Common Stock | (1) | | | | | (1) (1) | Class A Common Stock, \$0.01 par value | 152,498 |
| Class B Common Stock | (1) | | | | | (1) (1) | Class A Common Stock, \$0.01 par value | 162,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS RD. MELVILLE, NY US 11747 | X | | President and COO | |

Signatures

/s/ Erik
Gershwind 11/02/2012

__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) The Class B Common Stock is convertible immediately on a one-for-one basis into shares of Class A Common Stock and does not expire.
- (2) Represents the number of shares of Class B Common Stock held indirectly by the Reporting Person as of the date of this filing through trusts of which the Reporting Person is a beneficiary and co-trustee.
- (3) Represents shares of Class B Common Stock held by trusts of which the Reporting Person is a beneficiary and co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- (4) Represents the number of shares of Class B Common Stock held indirectly by the Reporting Person as of the date of this filing through trusts of which the Reporting Person is the sole annuitant and trustee.
- (5) Represents shares of Class B Common Stock held by trusts of which the Reporting Person is the sole annuitant and trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

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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