

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 September 20, 2016

**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 \*  
 SANDLER DAVID

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)  
 12/11/2015

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

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

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock, \$0.001 par value	12/11/2015		G	V	14,046	A	\$ 0 (1) 46,724	I	See Footnote (2)
Class A Common Stock, \$0.001 par value	12/11/2015		G	V	14,046	D	\$ 0 (1) 70,531	D	
	01/13/2016		G	V	7,132	D	70,531 (3) (4)	D	

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Class A Common Stock, \$0.001 par value						\$ 0 <u>(1)</u>			
Class A Common Stock, \$0.001 par value	01/13/2016		G V	7,132	A	\$ 0 <u>(1)</u>	53,856	I	See Footnote <u>(2)</u>
Class A Common Stock, \$0.001 par value							35,854 <u>(5)</u>	I	See Footnote <u>(6)</u>

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDLER DAVID C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	X		Executive Vice Chairman	

## Signatures

/s/ MSC Industrial Direct Co., Inc. by Steve Armstrong-General Counsel \*The Reporting Person has passed away.

09/20/2016

\_\_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) Not applicable.
- (2) Represents shares held in the David K. Sandler Trust U/A dated 12/15/2003 and 4/9/2012, of which the Reporting Person is the beneficiary and the Reporting Person and the Reporting Person's spouse are the trustees.
- (3) Represents shares transferred on December 11, 2015 to the Reporting Person from a grantor retained annuity trust ("GRAT"), of which the Reporting Person is the sole annuitant and the Reporting Person's spouse is a trustee.
- (4) Includes 7,132 shares of Class A Common Stock distributed to Mr. Sandler as annuity payments from Grantor Retained Annuity Trusts of which the Reporting Person is the sole annuitant and trustee.
- (5) Reflects aggregate distributions of 7,132 shares of Class A Common Stock to Mr. Sandler as annuity payments from Grantor Retained Annuity Trusts of which the Reporting Person is the sole annuitant and trustee.
- (6) Represents shares held in GRATs of which the Reporting Person is the sole annuitant and the Reporting Person's spouse is a trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.