

POLLI GREGORY  
Form 4  
October 23, 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 \*  
**POLLI GREGORY**

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)  
**10/19/2018**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, PRODUCT MANAGEMENT**

**MELVILLE, NY US 11747**

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	10/19/2018		M		495	A	\$ 0 <sup>(1)</sup> 7,912 <sup>(2)</sup>	D
Class A Common Stock, \$0.001 par value	10/19/2018		M		36.8887	A	\$ 0 <sup>(3)</sup> 7,950 <sup>(2)</sup>	D
	10/19/2018		F			D	7,769 <sup>(2)</sup>	D

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Class A Common Stock, \$0.001 par value					180.8887 <u>(4)</u>	\$	80.65	
Class A Common Stock, \$0.001 par value	10/20/2018		M		366	A	\$ 0 <u>(1)</u>	8,135 <u>(2)</u> D
Class A Common Stock, \$0.001 par value	10/20/2018		M		9.4536	A	\$ 0 <u>(3)</u>	8,144 <u>(2)</u> D
Class A Common Stock, \$0.001 par value	10/20/2018		F		128.4536 <u>(4)</u>	D	\$ 80.65	8,016 <u>(2)</u> D

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>	10/19/2018		M	495	<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$0.001 par value	495
Restricted Stock Units (RSU)	<u>(1)</u>	10/20/2018		M	366	<u>(6)</u>	<u>(6)</u>	Class A Common Stock, \$0.001	366

							par value	
Dividend Equivalent Units (DEU)	(3)	10/19/2018	M	36.8887	(3)	(3)	Class A Common Stock, \$0.001 par value	36.8887
Dividend Equivalent Units (DEU)	(3)	10/20/2018	M	9.4536	(3)	(3)	Class A Common Stock, \$0.001 par value	9.4536

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLLI GREGORY C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			SVP, PRODUCT MANAGEMENT	

## Signatures

/s/ Gregory Polli                      10/23/2018

\*\*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.

(5) 494 of 2,474 RSUs granted on October 19, 2015 vested on October 19, 2016, and 495 RSUs vested on each of October 19, 2017 and October 19, 2018. 495 RSUs vest on each of October 19, 2019 and October 19, 2020, 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.

(6) 366 of 1,831 RSUs granted on October 20, 2017 vested on October 20, 2018. 366 RSUs vest on each of October 20, 2019, October 20, 2020, and October 20, 2021, and 367 RSUs vest on October 20, 2022, 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.

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