

MSC INDUSTRIAL DIRECT CO INC  
 Form 3  
 April 11, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BARUCH STEVEN N		(Month/Day/Year)	MSC INDUSTRIAL DIRECT CO INC [MSM]	
(Last)	(First)	(Middle)	03/31/2016	
C/O MSC INDUSTRIAL DIRECT CO., INC.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MELVILLE,Â NYÂ 11747			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, STRATEGY & MARKETING	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, \$0.001 par value	5,221	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock, \$0.001 par value	1,867	\$ <sup>(1)</sup>	D	Â
Dividend Equivalent Unit	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Class A Comon Stock, \$0.001 par value	26.328	\$ <sup>(3)</sup>	D	Â
Options (right to buy) <sup>(4)</sup>	Â <sup>(5)</sup>	10/23/2019	Class A Common Stock, \$.001 par value	5,404	\$ 69.46	D	Â
Options (right to buy) <sup>(4)</sup>	Â <sup>(6)</sup>	10/22/2020	Class A Common Stock, \$.001 par value	5,523	\$ 81.76	D	Â
Options (right to buy) <sup>(4)</sup>	Â <sup>(7)</sup>	10/18/2022	Class A Common Stock, \$.001 par value	11,207	\$ 58.9	D	Â
Options (right to buy) <sup>(4)</sup>	Â <sup>(8)</sup>	10/21/2021	Class A Common Stock, \$.001 par value	7,369	\$ 83.03	D	Â
Options (right to buy) <sup>(4)</sup>	Â <sup>(9)</sup>	10/18/2017	Class A Common Stock, \$.001 par value	2,000	\$ 54.52	D	Â
Options (right to buy) <sup>(4)</sup>	Â <sup>(10)</sup>	10/20/2018	Class A Common Stock, \$.001 par value	4,682	\$ 66.69	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARUCH STEVEN N C/O MSC INDUSTRIAL DIRECT CO., INC. MELVILLE, NY 11747	Â	Â	Â SVP, STRATEGY & MARKETING	Â

## Signatures

/s/ Steven  
Baruch

04/11/2016

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.  
373 of these RSUs will vest on each of October 19, 2016, October 19, 2017 and October 19, 2018. An additional 374 of these RSUs will 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.
- (2) The dividend equivalent units accrued with respect to an outstanding award 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 the Issuer's Class A Common Stock.
- (3) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").  
An option to purchase 5,404 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 1,351 shares of Common Stock became exercisable on each of October 24, 2013, October 24, 2014 and October 24, 2015. An additional 1,351 shares of Common Stock become exercisable on October 24, 2016.
- (4) An option to purchase 5,523 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 1,380 and 1,381 shares of Common Stock became exercisable on each of October 23, 2014 and October 23, 2015. An additional 1,381 shares of Common Stock become exercisable on each of October 23, 2016 and October 23, 2017.
- (5) An option to purchase 11,207 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus Incentive Plan. 2,801 shares of Common Stock become exercisable on October 19, 2016 and an additional 2,802 become exercisable on each of October 19, 2017, October 19, 2018 and October 19, 2019.
- (6) An option to purchase 7,369 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 1,842 shares of Common Stock became exercisable on October 22, 2015. 1,842 shares of Common Stock become exercisable on each of October 22, 2016 and October 22, 2017 and an additional 1,843 become exercisable on October 22, 2018.
- (7) An option to purchase 5,730 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 1,432 shares of Common Stock became exercisable on each of October 19, 2011 and October 19, 2013. An additional 1,433 shares of Common Stock became exercisable on each of October 19, 2012 and October 19, 2014. The Reporting Person previously purchased 3,730 shares of the Issuer's Common Stock pursuant to the exercise of a portion of the option.
- (8) An option to purchase 4,682 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 1,170 shares of Common Stock became exercisable on each of October 21, 2012 and October 21, 2014. An additional 1,171 shares of Common Stock became exercisable on each of October 21, 2013 and October 21, 2015.

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.