

Jilla Rustom  
Form 4  
October 30, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jilla Rustom

(Last) (First) (Middle)

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

(Street)

MELVILLE, NY US 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MSC INDUSTRIAL DIRECT CO  
INC [MSM]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/26/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.001 Par Value	10/26/2017		M	1,243	A \$ 0 (1)	13,463 (2)	D
Class A Common Stock, \$0.001 Par Value	10/26/2017		M	26.1178	A \$ 0 (3)	13,489 (2)	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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SEC 1474  
(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)	(1)	10/26/2017		M		1,243		(4)	(4)	Class A Common Stock, \$0.001 Par Value	1,243
Dividend Equivalent units (DEU)	(3)	10/26/2017		M		26.1178		(3)	(3)	Class A Common Stock, \$0.001 Par Value	26.1178

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Jilla Rustom  
C/O MSC INDUSTRIAL DIRECT CO., INC.  
75 MAXESS ROAD  
MELVILLE, NY US 11747

EVP & Chief Financial Officer

## Signatures

/s/ Rustom Jilla                      10/30/2017

\_\_\_\_\_  
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 the Issuer's Class A Common Stock.

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- (2) Includes shares acquired under the company's Associate Stock Purchase Plan.

The dividend equivalent units accrued with respect to an outstanding award of restricted stock units (RSUs) and vest at the same time(s)

- (3) as the underlying RSUs. Each dividend equivalent unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.

1,243 of 6,215 RSUs granted on October 26, 2016 have vested on October 26, 2017, and will vest on each of October 26, 2018, October

- (4) 26, 2019, October 26, 2020 and October 26, 2021, 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.

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.