

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
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REPORTING OWNER

Jones Douglas E

CIK: **1348379**

Type: **4** | Act: **34** | File No.: **001-14130** | Film No.: **13527426**

Mailing Address
C/O MSC INDUSTRIAL
DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE NY 11747

ISSUER

MSC INDUSTRIAL DIRECT CO INC

CIK: **1003078** | IRS No.: **113289165** | State of Incorporation: **NY** | Fiscal Year End: **0827**
SIC: **5084** Industrial machinery & equipment

Mailing Address
75 MAXESS ROAD
MELVILLE NY 11747

Business Address
75 MAXESS RD
MELVILLE NY 11747
516-812-2000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Jones Douglas E			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) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP, Global Supply Chain Ops		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, \$0.001 par value	01/11/2013		<u>M</u>		5,000	A	\$38.07	23,901	D	
Class A Common Stock, \$0.001 par value	01/11/2013		<u>S</u>		5,000	D	\$73.9393 ⁽¹⁾	18,901	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options (right to buy) ⁽²⁾	\$38.07	01/11/2013		<u>M</u>		5,000		⁽³⁾	10/15/2015	Class A Common Stock, \$0.001 par value	5,000	\$ 0	0	D	

Explanation of Responses:

1. Represents the sale of 5,000 shares in 10 separate transactions ranging from \$73.32 to \$74.50 per share, resulting in a weighted average sale price per share of \$73.9393. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
2. Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value (the "Common Stock").
3. An option to purchase 20,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 5,000 shares of Common Stock became exercisable on each of October 16, 2009, October 16, 2010, October 16, 2011, and October 16, 2012.

Signatures

/s/ Douglas E. Jones

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.