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FRADIN RO Form 4	OGER												
January 29, 2	2019												
FORM	$ 4 _{\text{UNITE}}$		S SECUD	ITIFS	A 1	ND FY(ואשי	NCE	COMMISSION	r	PPROVAL		
UNITED STATES SECUR						D.C. 205		NGE		OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5		NGES IN BENEFICIAL OWNERS						Expires: January 3 20 Estimated average burden hours per response					
obligatior may conti <i>See</i> Instru 1(b).	ns Section	7(a) of the		ility Ho	oldi	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n			
(Print or Type R	Responses)												
1. Name and A FRADIN RO	ddress of Reporti DGER	ng Person <u>*</u>	Symbol			Ficker or 7		-	5. Relationship of Issuer	Reporting Per	son(s) to		
				MSC INDUSTRIAL DIRECT CO INC [MSM]						(Check all applicable)			
(Last) (First) (Middle) 3. Date of I (Month/Da				f Earliest Transaction Day/Year)					X_ Director10% Owner Officer (give titleOther (specify below)below)				
	NDUSTRIAL 75 MAXESS I		01/25/20)19									
	(Street)		4. If Amer Filed(Mont			e Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0	One Reporting Po	erson		
MELVILLE	, NY US 1174	17							Form filed by M Person	Aore than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non	-De	rivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or)) 5)	Beneficially	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	01/25/2019			M	v	Amount 580	(D) A	Price \$ 0 (1)	36,351	D			
Class A Common Stock, \$0.001 par value	01/25/2019			М		16	A	\$ 0 (2)	36,367	D			
	01/26/2019			М		555	А		36,922	D			

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Class A Common Stock, \$0.001 par value					\$ 0 (1)		
Class A Common Stock, \$0.001 par value	01/26/2019	М	29	А	\$ 0 (2)	36,951	D

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

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 control number.

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)	Transaction Code (Instr. 8)		5. Number of onDerivative 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 o Number o Shares
Dividend Equivalent Unit	(2)	01/22/2019		А	V	1	.3.3793		(2)	(2)	Class A Common Stock, \$0.001 par value	13.7393
Restricted Stock Units (RSU)	<u>(1)</u>	01/25/2019		М				580	(3)	<u>(3)</u>	Class A Common Stock, \$0.001 par value	580
Dividend Equivalent Units (DEU)	(2)	01/25/2019		М				16	(2)	<u>(2)</u>	Class A Common Stock, \$0.001 par value	16
Restricted Stock Units (RSU)	<u>(1)</u>	01/26/2019		М				555	(4)	<u>(4)</u>	Class A Common Stock, \$0.001 par value	555

Dividend Equivalent Units (DEU)	01/26/2019	М	29	(2)	(2)	Class A Common Stock, \$0.001 par value	29
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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FRADIN ROGER C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747	Х						
Signatures							
/s/ Roger Fradin 01/29/2019							

<u>**</u>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) 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.
- 580 of 1,161 RSUs granted on January 25, 2018 vested on January 25, 2019, and 581 shares vest on January 25, 2020, provided that the(3) Reporting Person continues to serve as Outside Director through the applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting.
- (4) 555 of 1,110 RSUs granted on January 26, 2017 vested on each of January 26, 2018 and January 26, 2019.

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.