Edgar Filing: McGuire Eileen - Form 4

McGuire Eil Form 4											
October 16, 2									OMB AF	PPROVAL	
	UNITED	STATES		RITIES A Shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5	s box er STATEMENT OF CHANGES IN BENEFICIAL OWNE 6. SECURITIES								Expires: January 2 Estimated average burden hours per response		
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a	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 I	Responses)										
1. Name and Address of Reporting Person <u>*</u> McGuire Eileen			2. Issuer Name and Ticker or Trading Symbol MSC INDUSTRIAL DIRECT CO INC [MSM]					5. Relationship of Reporting Person(s) to Issuer			
							00	(Check all applicable)			
	(First) (N NDUSTRIAL DI 75 MAXESS RO		3. Date of (Month/D 10/13/20	-	ansaction			Director X Officer (give below) EVP of 1		Owner er (specify ces	
	(Street)	(Street) 4. If Ame Filed(Mor			te Origina	l		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
MELVILLE	E, NY US 11747							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	and 3. 4. Securities Acquired a Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Class A Common				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Stock, \$0.001 par value	10/13/2012			F	579 <u>(1)</u>	D	\$ 71.99	16,500	D		

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

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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
McGuire Eileen C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			EVP of Human Resources		
Signaturaa					

Signatures

/s/ Eileen 10/16/2012 McGuire

<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) Disposition of common stock to the Issuer solely to cover tax withholding obligations arising from the vesting of the previous grant of restricted shares.

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.