### Edgar Filing: Jones Douglas E - Form 4

Jones Dougla Form 4											
October 19, 2	Л								OMB AF	PPROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru	6. Filed pu ns Section 17	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 20(b) of the Investment Company Act of 1940							January 31 Expires: 2005 Estimated average burden hours per response 0.5		
1(b). (Print or Type I	Responses)										
<ol> <li>Name and Address of Reporting Person <u>*</u> Jones Douglas E</li> </ol>			2. Issuer Name <b>and</b> Ticker or Trading Symbol MSC INDUSTRIAL DIRECT CO INC [MSM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) ( NDUSTRIAL D 75 MAXESS RC		3. Date of (Month/D 10/18/20	-	ansaction			Director X Officer (give below) EVP, Glob		Owner er (specify n Ops	
MELVILLE	(Street) E, NY US 11747	4. If Amena Filed(Month			-	1		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
								Person			
(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 Dat (Month/Day/Year)	) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock, \$0.001 par value	10/18/2012			F	236 <u>(1)</u>		\$ 71.51	18,947	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. Transacti 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 int of rlying ities . 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			
Jones Douglas E C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			EVP, Global Supply Chain Ops				
Signaturaa							

## Signatures

/s/ Douglas Jones

10/19/2012

<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.