

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 03, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOXER SHELLEY

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)

(Last) (First) (Middle)
C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
VP of Finance

MLEVILLE, NY 11747

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

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

(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)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	11/01/2004		M	4,000 A	\$ 7.75 9,520	D	
Class A Common Stock, \$0.001 par value	11/01/2004		M	3,348 A	\$ 13.9375 12,868	D	
	11/01/2004		S	1,946 D	\$ 34 10,922	D	

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Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 7 D \$ 34.06 10,915 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 83 D \$ 34.07 10,832 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 102 D \$ 34.08 10,730 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 120 D \$ 34.09 10,610 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 753 D \$ 34.1 9,857 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 19 D \$ 34.2 9,838 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 65 D \$ 34.21 9,773 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

11/01/2004 S 204 D \$ 34.22 9,569 D

11/01/2004 S 232 D \$ 34.23 9,337 D

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Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 250 D \$ 34.24 9,087 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 343 D \$ 34.25 8,744 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 9 D \$ 34.27 8,735 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 28 D \$ 34.3 8,707 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 528 D \$ 34.33 8,179 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 9 D \$ 34.34 8,170 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 287 D \$ 34.35 7,883 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 259 D \$ 34.36 7,624 D

11/01/2004 S 259 D \$ 34.37 7,365 D

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Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 639 D \$ 34.38 6,726 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 250 D \$ 34.39 6,476 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 169 D \$ 34.4 6,307 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 83 D \$ 34.41 6,224 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 9 D \$ 34.42 6,215 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 19 D \$ 34.44 6,196 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 46 D \$ 34.46 6,150 D

Class A
Common
Stock,
11/01/2004
\$0.001 par
value ⁽⁵⁾

S 74 D \$ 34.47 6,076 D

11/01/2004 S 93 D \$ 34.48 5,983 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁵⁾

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.

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)	8. P Der Sec (Ins	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options (right to buy) ⁽¹⁾	\$ 7.75	11/01/2004		M	4,000	⁽²⁾	10/19/2009	See Footnote ⁽⁴⁾	4,000
Options (right to buy) ⁽¹⁾	\$ 13.9375	11/01/2004		M	3,348	⁽³⁾	11/09/2010	See Footnote ⁽⁴⁾	3,348

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOXER SHELLEY
C/O MSC INDUSTRIAL DIRECT CO INC
75 MAXESS RD
MLEVILLE, NY 11747

VP of Finance

Signatures

/s/ Shelley
Boxer

11/03/2004

Date

__Signature of
Reporting Person

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) Options to Purchase Issuer's Class A common stock, \$.001 par value
An option to purchase 20,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.
- (2) An option to purchase 20,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, and November 9, 2003. The balance of such option becomes exercisable in one-fifth on each of November 9, 2004 and November 9, 2005.
- (3) Class A common stock, \$.001 par value
Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting Person is filing 2 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 1st Form 4 of the 2 filings.
- (4) Class A common stock, \$.001 par value
Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting Person is filing 2 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 1st Form 4 of the 2 filings.
- (5) Class A common stock, \$.001 par value
Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting Person is filing 2 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 1st Form 4 of the 2 filings.

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.