

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 April 21, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/20/2011**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP, FINANCING AND ACCOUNTING**

**MELVILLE, 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	04/20/2011		M	4,500	A \$ 48.21	17,380	D
Class A Common Stock, \$ 0.001 par value	04/20/2011		M	1,419	A \$ 44.17	18,799	D
	04/20/2011		S	10,362	D	8,437	D

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Class A  
Common  
Stock, \$  
0.001 par  
value

\$ 71  
(1)

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Options (right to buy) <sup>(2)</sup>	\$ 48.21	04/20/2011		M	4,500	<sup>(3)</sup> 10/17/2014	Class A Common Stock, \$0.001 par value	4,500
Options (right to buy) <sup>(2)</sup>	\$ 44.17	04/20/2011		M	1,419	<sup>(4)</sup> 10/12/2016	Class A Common Stock, \$0.001 par value	1,419

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOXER SHELLEY C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747			VP, FINANCING AND ACCOUNTING	

## Signatures

/s/ Shelley  
Boxer

04/21/2011

\_\_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).

Represents the sale of 10,362 shares in 3 separate transactions, ranging from \$71.000 to \$71.005 per share, resulting in a weighted  
(1) average sale price per share of \$71.000. 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 ("Common Stock").

An option to purchase 6,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus  
(3) Equity Plan. 1,500 shares of Common Stock became exercisable on each of October 18, 2008, October 18, 2009, October 18, 2010 and an additional 1,500 shares of Common Stock will become exercisable on October 18, 2011.

An option to purchase 5,678 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus  
(4) Equity Plan. 1,419 shares of Common Stock became exercisable on October 13, 2010, an additional 1,419 shares of Common Stock will become exercisable on October 13, 2012, and an additional 1,420 shares of Common Stock will become exercisable on each of October 13, 2011 and October 13, 2013.

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

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