

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 *
 ANKER ROSS

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr.VP of Prod. Mgmt & Info Sys

(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

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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock, \$0.001 par value | 11/01/2004 | | M | | 12,024 | A | \$ 7.75 27,882 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | | S | | 3,184 | D | \$ 34 24,698 | D |
| | 11/01/2004 | | S | | 11 | D | 24,687 | D |

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| | | | | | | | |
|--|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | | | | | \$ 34.06 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 136 | D | \$ 34.07 | 24,551 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 167 | D | \$ 34.08 | 24,384 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 197 | D | \$ 34.09 | 24,187 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 1,232 | D | \$ 34.1 | 22,955 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 30 | D | \$ 34.2 | 22,925 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 106 | D | \$ 34.21 | 22,819 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 334 | D | \$ 34.22 | 22,485 | D |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 379 | D | \$ 34.23 | 22,106 | D |
| | 11/01/2004 | S | 409 | D | | 21,697 | D |

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|--|------------|---|-------|---|-------|--------|---|
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | | | | | \$ | | |
| | | | | | 34.24 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 561 | D | \$ | 21,136 | D |
| | | | | | 34.25 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 15 | D | \$ | 21,121 | D |
| | | | | | 34.27 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 45 | D | \$ | 21,076 | D |
| | | | | | 34.3 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 868 | D | \$ | 20,208 | D |
| | | | | | 34.33 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 15 | D | \$ | 20,193 | D |
| | | | | | 34.34 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 470 | D | \$ | 19,723 | D |
| | | | | | 34.35 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 425 | D | \$ | 19,298 | D |
| | | | | | 34.36 | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 425 | D | \$ | 18,873 | D |
| | | | | | 34.37 | | |
| | 11/01/2004 | S | 1,046 | D | | 17,827 | D |

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|--|------------|---|-----|---|-------|--------|--|---|
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | | | | | \$ | | | |
| | | | | | 34.38 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 409 | D | \$ | 17,418 | | D |
| | | | | | 34.39 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 273 | D | \$ | 17,145 | | D |
| | | | | | 34.4 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 136 | D | \$ | 17,009 | | D |
| | | | | | 34.41 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 15 | D | \$ | 16,994 | | D |
| | | | | | 34.42 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 30 | D | \$ | 16,964 | | D |
| | | | | | 34.44 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 76 | D | \$ | 16,888 | | D |
| | | | | | 34.46 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 121 | D | \$ | 16,767 | | D |
| | | | | | 34.47 | | | |
| Class A Common Stock, \$0.001 par value ⁽⁴⁾ | 11/01/2004 | S | 152 | D | \$ | 16,615 | | D |
| | | | | | 34.48 | | | |
| | 11/01/2004 | S | 167 | D | \$ | 16,448 | | D |
| | | | | | 34.5 | | | |

Class A
Common
Stock,
\$0.001 par
value ⁽⁴⁾

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) ⁽¹⁾ | \$ 7.75 | 11/01/2004 | | M | 12,024 | ⁽²⁾ 10/19/2009 | See Footnote ⁽³⁾ | 12,024 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANKER ROSS C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747 | | | Sr.VP of Prod. Mgmt & Info Sys | |

Signatures

/s/ Ross Anker 11/03/2004
 **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) Option to purchase Issuer's Class A common stock, \$.001 par value

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- An option to purchase 80,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under
- (2) 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.
 - (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
- (4) 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.

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