

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 04, 2004

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHROEDER JAMES A

(Last) (First) (Middle)

**C/O MSC INDUSTRIAL DIRECT
CO INC, 75 MAXESS RD**

(Street)

MLEVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**MSC INDUSTRIAL DIRECT CO
INC [MSM]**

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

11/02/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

SR VP OF LOGISTICS

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

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)
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004		S	1,094	D \$ 33.52	44,122	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004		S	168	D \$ 33.53	43,954	D
	11/02/2004		S	632	D	43,322	D

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Class A Common Stock, \$0.001 par value ⁽¹⁾					\$			
					33.55			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	294	D	\$ 33.56	43,028		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	44	D	\$ 33.57	42,984		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	883	D	\$ 33.58	42,101		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	84	D	\$ 33.59	42,017		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	5,174	D	\$ 33.6	36,843		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	5,089	D	\$ 33.62	31,754		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	1,321	D	\$ 33.63	30,433		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	967	D	\$ 33.64	29,466		D
	11/02/2004	S	2,104	D		27,362		D

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Class A Common Stock, \$0.001 par value ⁽¹⁾					\$			
					33.65			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	336	D	\$ 33.66	27,026		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	925	D	\$ 33.67	26,101		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	168	D	\$ 33.68	25,933		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	42	D	\$ 33.73	25,891		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	379	D	\$ 33.75	25,512		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	42	D	\$ 33.86	25,470		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	126	D	\$ 33.9	25,344		D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	84	D	\$ 33.92	25,260		D
	11/02/2004	S	126	D		25,134		D

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Class A Common Stock, \$0.001 par value ⁽¹⁾					\$ 33.94		
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	84	D	\$ 33.96	25,050	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	126	D	\$ 33.97	24,924	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	799	D	\$ 34	24,125	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	883	D	\$ 34.01	23,242	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	715	D	\$ 34.02	22,527	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	421	D	\$ 34.03	22,106	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	1,052	D	\$ 34.04	21,054	D
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	1,767	D	\$ 34.05	19,287	D
	11/02/2004	S	126	D		19,161	D

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Class A
Common
Stock,
\$0.001 par
value ⁽¹⁾

\$
34.08

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

SCHROEDER JAMES A
C/O MSC INDUSTRIAL DIRECT CO INC
75 MAXESS RD
MLEVILLE, NY 11747

SR VP OF LOGISTICS

Signatures

/s/ James
Schroeder 11/04/2004

**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).

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Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

- (1) Person is filing 3 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 2nd Form 4 of the 3 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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