

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 17, 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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

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

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)

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

11/15/2004

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Sr. VP of Logistics

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

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**MLEVILLE, NY 11747**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A)<br>Code (Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                     |                                         |                                                             | Code                                    | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 11/15/2004                              |                                                             | M                                       |                                                                     | 6,000                                                                                                              | A                                                                    | \$ 20.875                                                         |
|                                                     |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | 22,211                                                            |
|                                                     |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | D                                                                 |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 11/15/2004                              |                                                             | S                                       |                                                                     | 2,000                                                                                                              | D                                                                    | \$ 35.54                                                          |
|                                                     |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | 20,211                                                            |
|                                                     |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | D                                                                 |
|                                                     | 11/15/2004                              |                                                             | S                                       |                                                                     | 2,000                                                                                                              | D                                                                    | \$ 35.5                                                           |
|                                                     |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | 18,211                                                            |
|                                                     |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | D                                                                 |

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Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common

Stock, 11/15/2004 S 2,000 D \$ 35.42 16,211 D  
\$0.001 par  
value

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8. P<br>Der<br>Sec<br>(Ins             |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|------------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                  | Amount<br>or<br>Number<br>of<br>Shares |
| Options<br>(right to<br>buy) <sup>(1)</sup>         | \$ 20.875                                                          | 11/15/2004                              |                                                             | M                                    | 6,000                                                                                                           | <u>(2)</u>                                                     | 10/30/2007         | See<br>Footnote<br><u>(3)</u>                                          | 6,000                                  |

## 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

11/16/2004

\_\_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

An option to purchase 150,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(2) the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of October 30, 1998, October 30, 1999, October 30, 2000, October 30, 2001 and October 30, 2002.

(3) Class A Common Stock, \$.001 par value

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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