

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 23, 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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERSHWIND MARJORIE

(Last) (First) (Middle)

C/O MSC INDUSTRIAL DIRECT
CO., INC., 75 MAXESS ROAD

(Street)

MELVILLE, 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)

11/19/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/19/2004		S <u>(1)</u>		11,700	D	\$ 36	107,250	I <u>(2)</u>	By foundation
Class A Common Stock	11/19/2004		S <u>(1)</u>		1,200	D	\$ 36.01	106,050	I <u>(3)</u>	By foundation
Class A Common Stock	11/19/2004		S <u>(1)</u>		50	D	\$ 36.02	106,000	I <u>(4)</u>	By foundation
Class A	11/19/2004		S <u>(1)</u>		300	D	\$	105,700	I <u>(5)</u>	By

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Common Stock					36.03			foundation
Class A Common Stock	11/19/2004	<u>S</u> (1)	150	D	\$ 36.04	105,550	I (6)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	42,250	D	\$ 36	63,300	I (7)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	550	D	\$ 36.01	62,750	I (8)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	300	D	\$ 36.02	62,450	I (9)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	500	D	\$ 36.06	61,950	I (10)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	650	D	\$ 36.07	61,300	I (11)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	800	D	\$ 36.1	60,500	I (12)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	2,450	D	\$ 36.11	58,050	I (13)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,000	D	\$ 36.12	57,050	I (14)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,200	D	\$ 36.16	55,850	I (15)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	100	D	\$ 36.18	55,750	I (16)	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	200	D	\$ 36.19	55,550	I (17)	By foundation
Class A Common Stock						190,680	D	

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

GERSHWIND MARJORIE
C/O MSC INDUSTRIAL DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE, NY 11747

X

Signatures

/s/ J. Robert Small,
Attorney-in-Fact

11/23/2004

__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) The shares were sold by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares sold by the Gershwind Family Foundation.
- (2) Includes 107,250 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (3) Includes 106,050 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (4) Includes 106,000 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

- (5) Includes 105,700 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (6) Includes 105,550 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (7) Includes 63,300 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (8) Includes 62,750 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (9) Includes 62,450 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (10) Includes 61,950 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (11) Includes 61,300 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (12) Includes 60,500 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (13) Includes 58,050 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (14) Includes 57,050 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (15) Includes 55,850 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (16) Includes 55,750 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (17) Includes 55,550 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

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.