

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 24, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBSON MITCHELL

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)
MSC INDUSTRIAL DIRECT CO.,
INC., 75 MAXESS ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Class A Common Stock | 11/23/2004 | | S ⁽¹⁾ | | 6,408 | D \$ 36 | 9,142 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | | S ⁽¹⁾ | | 153 | D \$ 36.01 | 8,989 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | | S ⁽¹⁾ | | 853 | D \$ 36.03 | 8,136 | I ⁽²⁾ | By foundation |
| Class A | 11/23/2004 | | S ⁽¹⁾ | | 394 | D \$ | 7,742 | I ⁽²⁾ | By |

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| | | | | | | | | |
|----------------------|------------|-------------|-------|---|----------|-------|-------|---------------|
| Common Stock | | | | | 36.04 | | | foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 131 | D | \$ 36.05 | 7,611 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 44 | D | \$ 36.06 | 7,567 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 109 | D | \$ 36.07 | 7,458 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 87 | D | \$ 36.08 | 7,371 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 241 | D | \$ 36.09 | 7,130 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 787 | D | \$ 36.1 | 6,343 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 175 | D | \$ 36.11 | 6,168 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 153 | D | \$ 36.12 | 6,015 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 437 | D | \$ 36.13 | 5,578 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 44 | D | \$ 36.14 | 5,534 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 22 | D | \$ 36.15 | 5,512 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 1,028 | D | \$ 36.16 | 4,484 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 197 | D | \$ 36.17 | 4,287 | I (2) | By foundation |
| Class A Common Stock | 11/23/2004 | <u>S(1)</u> | 66 | D | \$ 36.18 | 4,221 | I (2) | By foundation |

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| | | | | | | | | |
|----------------------------|------------|------------------|-----|---|-------------|-------|------------------|------------------|
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 22 | D | \$ 36.19 | 4,199 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 219 | D | \$ 36.2 | 3,980 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 66 | D | \$ 36.21 | 3,914 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 219 | D | \$ 36.22 | 3,695 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 44 | D | \$ 36.23 | 3,651 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 87 | D | \$ 36.24 | 3,564 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 787 | D | \$ 36.25 | 2,777 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 306 | D | \$ 36.26 | 2,471 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 481 | D | \$ 36.27 | 1,990 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 262 | D | \$ 36.28 | 1,728 | I ⁽²⁾ | By foundation |
| Class A Common Stock | 11/23/2004 | S ⁽¹⁾ | 787 | D | \$ 36.29 | 941 | I ⁽²⁾ | By foundation |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- Own- Follo- Repo- 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 |
| JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747 | X | X | Chairman and CEO | |

Signatures

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

11/24/2004

__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 Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares sold by the Jacobson Family Foundation.
- (2) All such shares of Class A Common Stock are held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.

Remarks:

1 of 2 Forms 4

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