

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 24, 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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD
 (Street)

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

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

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 | 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. Nu Deriv Secur |
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|

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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- ficial Own- er Follo- wing Repo- sition Trans- action (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

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.