

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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOXER SHELLEY**

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)  
11/02/2004

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

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<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) 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>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                                                    |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        |                                                                                                                    |                                                                      |                                         |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004                              |                                                             | S                                       | 241                                                                     | D<br>\$<br>33.52                                                                                                   | 11,731                                                               | D                                       |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004                              |                                                             | S                                       | 37                                                                      | D<br>\$<br>33.53                                                                                                   | 11,694                                                               | D                                       |
|                                                                    | 11/02/2004                              |                                                             | S                                       | 138                                                                     | D                                                                                                                  | 11,556                                                               | D                                       |

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|                                                                    |            |   |       |   |             |        |   |
|--------------------------------------------------------------------|------------|---|-------|---|-------------|--------|---|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> |            |   |       |   | \$<br>33.55 |        |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 65    | D | \$<br>33.56 | 11,491 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 7     | D | \$<br>33.57 | 11,484 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 194   | D | \$<br>33.58 | 11,290 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 19    | D | \$<br>33.59 | 11,271 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 1,139 | D | \$ 33.6     | 10,132 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 1,120 | D | \$<br>33.62 | 9,012  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 291   | D | \$<br>33.63 | 8,721  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 213   | D | \$<br>33.64 | 8,508  | D |
|                                                                    | 11/02/2004 | S | 461   | D |             | 8,047  | D |

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|                                                                    |            |   |     |   |             |       |  |   |
|--------------------------------------------------------------------|------------|---|-----|---|-------------|-------|--|---|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> |            |   |     |   | \$          |       |  |   |
|                                                                    |            |   |     |   | 33.65       |       |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 74  | D | \$<br>33.66 | 7,973 |  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 204 | D | \$<br>33.67 | 7,769 |  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 37  | D | \$<br>33.68 | 7,732 |  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 9   | D | \$<br>33.73 | 7,723 |  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 83  | D | \$<br>33.75 | 7,640 |  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 9   | D | \$<br>33.86 | 7,631 |  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 28  | D | \$ 33.9     | 7,603 |  | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 19  | D | \$<br>33.92 | 7,584 |  | D |
|                                                                    | 11/02/2004 | S | 28  | D |             | 7,556 |  | D |

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|                                                                    |            |   |     |   |             |       |   |
|--------------------------------------------------------------------|------------|---|-----|---|-------------|-------|---|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> |            |   |     |   | \$<br>33.94 |       |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 19  | D | \$<br>33.96 | 7,537 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 28  | D | \$<br>33.97 | 7,509 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 176 | D | \$ 34       | 7,333 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 194 | D | \$<br>34.01 | 7,139 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 157 | D | \$<br>34.02 | 6,982 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 93  | D | \$<br>34.03 | 6,889 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 231 | D | \$<br>34.04 | 6,658 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value <sup>(1)</sup> | 11/02/2004 | S | 389 | D | \$<br>34.05 | 6,269 | D |
|                                                                    | 11/02/2004 | S | 28  | D |             | 6,241 | D |

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Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(1)</sup>

\$  
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<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<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BOXER SHELLEY  
C/O MSC INDUSTRIAL DIRECT CO INC  
75 MAXESS RD  
MLEVILLE, NY 11747

VP of Finance

## Signatures

/s/ Shelley  
Boxer 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).

## Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

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.

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.