#### MSC INDUSTRIAL DIRECT CO INC

11/29/2004

Form 4

November 30, 2004

FORM	N /1								OIVID AF	PROVAL
_	UNITED	STATES		RITIES A shington			NGE CO	OMMISSION	OMB Number:	3235-028
Check the if no lone subject to Section Form 4 of Form 5 obligation may con See Instra 1(b).	ger o STATEM 16. or Filed pur ons Section 17(	rsuant to S(a) of the	F CHAN Section 1 Public U	NGES IN SECUE	BENEF RITIES  The Securite ding Con	ICIA ries E	exchange y Act of 1	Act of 1934, 1935 or Section	Expires: Estimated a burden hou response	
Print or Type	Responses)									
	Address of Reporting ER JAMES A	Person *	Symbol	er Name <b>and</b> NDUSTR ISM]			]	5. Relationship of lassuer (Check	Reporting Pers	
	(First) (First	Schiol v						Owner er (specify		
MLEVILLI	(Street) E, NY 11747	Filed(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Reportin					ne Reporting Pe	rson		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/D	ned n Date, if	3. Transaction Code (Instr. 8)		ies Ac ed of ( 4 and 5	quired (A)	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)
Class A Common Stock, \$0.001 par value	11/29/2004			M	24,000		\$ 20.875	40,211	D	
Class A Common Stock, \$0.001 par value	11/29/2004			S	1,300	D	\$ 36.42	38,911	D	

S

9,000 D \$ 36.45 29,911

D

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Class A Common Stock, \$0.001 par value						
Class A Common Stock, \$0.001 par value	11/29/2004	S	2,000	D	\$ 36.47 27,911	D
Class A Common Stock, \$0.001 par value	11/29/2004	S	500	D	\$ 36.49 27,411	D
Class A Common Stock, \$0.001 par value	11/29/2004	S	4,700	D	\$ 36.5 22,711	D
Class A Common Stock, \$0.001 par value	11/29/2004	S	1,600	D	\$ 36.51 21,111	D
Class A Common Stock, \$0.001 par value	11/29/2004	S	400	D	\$ 36.53 20,711	D
Class A Common Stock, \$0.001 par value	11/29/2004	S	2,000	D	\$ 36.54 18,711	D
Class A Common Stock, \$0.001 par value	11/29/2004	S	100	D	\$ 36.57 18,611	D
Class A Common Stock, \$0.001 par value	11/29/2004	S	2,400	D	\$ 36.6 16,211	D

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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 (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)	TransactionDeriv Code Secur (Instr. 8) Acqu or Dis (D)		rities ired (A) sposed of : 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) (1)	\$ 20.875	11/29/2004		M		24,000	(2)	10/30/2007	See Footnote	24,000	

# **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

Senior VP of Logistics

## **Signatures**

/s/ James A. Schroeder 11/30/2004

\*\*Signature of Date
Reporting Person

## **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.

Reporting Owners 3

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