SANDLER DAVID

Form 4

January 12, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

OMB APPROVAL

3235-0287 January 31,

Expires:

2005

5. Relationship of Reporting Person(s) to

Issuer

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

SANDLER DAVID

1. Name and Address of Reporting Person *

			MSC INDUSTRIAL DIRECT CO INC [MSM]					СО	(Check all applicable)			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction					X Director 10% OwnerX Officer (give title Other (specify below) President & COO			
	NDUSTRIAL I			(Month/Day/Year) 01/10/2005								
CO INC, 75	MAXESS RD											
	(Street)		4. If Ame	ndment	, Da	te Origina	1		6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/	Year)			Applicable Line) _X_ Form filed by One Reporting Person			
MELVILLE							Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction De (Month/Day/Yea	ar) Execution		3. Transa Code (Instr.		4. Securities Acquired r(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficially Owned Indirect (I) Ownersl Following (Instr. 4) (Instr. 4)			
Class A				Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock, \$0.001 par value (2)	01/10/2005			S		476	D	\$ 33.53	68,041	D		
Class A Common Stock, \$0.001 par value (2)	01/10/2005			S		100	D	\$ 33.54	67,941	D		
	01/10/2005			S		700	D		67,241	D		

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Class A					\$		
Common Stock, \$0.001 par value (2)					33.55		
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	600	D	\$ 33.56	66,641	D
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	200	D	\$ 33.57	66,441	D
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	100	D	\$ 33.58	66,341	D
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	800	D	\$ 33.59	65,541	D
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	2,900	D	\$ 33.6	62,641	D
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	400	D	\$ 33.65	62,241	D
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	100	D	\$ 33.66	62,141	D
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	600	D	\$ 33.67	61,541	D
	01/10/2005	S	4,600	D		56,941	D

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Class A Common Stock, \$0.001 par value (2)					\$ 33.68			
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	1,400	D	\$ 33.69	55,541	D	
Class A Common Stock, \$0.001 par value (2)	01/10/2005	S	100	D	\$ 33.7	55,441	D	
Class A Common Stock, \$.001 par value						2,000	I	See Footnote (1)

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	- 1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	1
	Derivative				Securities			(Instr	. 3 and 4)		1
	Security				Acquired						1
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 3

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Director 10% Owner Officer Other

SANDLER DAVID C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MELVILLE, NY 11747

X President & COO

Signatures

/s/ Shelley M. Boxer, Attorney-in-Fact

01/12/2005

Date

**Signature of 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) Held in trust for the benefit of the Reporting Person's children.
 - Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting
- (2) Person is filing 2 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 2 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.

Signatures 4