MSC INDUSTRIAL DIRECT CO INC

Form 4 July 21, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

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OMB APPROVAL

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

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Last) (First) (Middle) 3.			MSC INDUSTRIAL DIRECT CO INC [MSM] 3. Date of Earliest Transaction (Month/Day/Year)					Issuer (Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP of Sales			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution I		Date, if	3. 4. Securities Acquired (A Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	07/19/2005			M	8,386	A	\$ 13.9375	16,229	D		
Class A Common Stock, \$0.001 par value	07/19/2005			S	4,100	D	\$ 35.4	12,129	D		
Class A Common	07/19/2005			S	300	D	\$ 35.43	11,829	D		

Stock, \$0.001 par value							
Class A Common Stock, \$0.001 par value	07/19/2005	S	700	D	\$ 35.44	11,129	D
Class A Common Stock, \$0.001 par	07/19/2005	S	3,286	D	\$ 35.5	7,843	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

8. F Der Sec (Ins

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)	4. Transactio Code (Instr. 8)	Secur Acqui (A) or	rivative ities ired rosed of . 3, 4,	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title and of Underlyin Securities (Instr. 3 and	ng	8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) (1)	\$ 13.9375	07/19/2005		M		8,386	<u>(2)</u>	11/09/2010	See Footnote	8,386	

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					

COX THOMAS

value

Sr. VP of Sales

Reporting Owners 2

Signatures

/s/ Thomas Cox 07/21/2005

**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) Options to purchase Issuer's Class A common stock, \$.001 par value
 - An option to purchase 50,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under
- (2) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003, November 9, 2004. The balance of such option becomes exercisable in one-fifth on November 9, 2005.
- (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. 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.

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