

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 July 22, 2005

**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 \*  
 SCHROEDER JAMES A

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)  
 07/20/2005

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

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)  
 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 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		
Class A Common Stock, \$0.001 par value	07/20/2005		M	8,000	A \$ 20.875	28,472	D
Class A Common Stock, \$0.001 par value	07/20/2005		M	10,000	A \$ 20.5315	38,472	D
	07/20/2005		M	12,000	A \$ 7.75	50,472	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

M

7,676

A

\$  
13.9375

58,148

D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

S

4,000

D

\$ 35.9

54,148

D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

S

15,000

D

\$ 36

39,148

D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

S

2,000

D

\$ 36.01

37,148

D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

S

6,000

D

\$ 36.02

31,148

D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

S

4,676

D

\$ 36.05

26,472

D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

S

4,000

D

\$ 36.15

22,472

D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/20/2005

S

2,000

D

\$ 36.26

20,472

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options (right to buy) <sup>(1)</sup>	\$ 20.875	07/20/2005		M	8,000	<sup>(2)</sup> 10/30/2007	See Footnote <sup>(6)</sup>	8,000
Options (right to buy) <sup>(1)</sup>	\$ 20.5315	07/20/2005		M	10,000	<sup>(3)</sup> 01/09/2008	See Footnote <sup>(6)</sup>	10,000
Options (right to buy) <sup>(1)</sup>	\$ 7.75	07/20/2005		M	12,000	<sup>(4)</sup> 10/19/2009	See Footnote <sup>(6)</sup>	12,000
Options (right to buy) <sup>(1)</sup>	\$ 13.9375	07/20/2005		M	7,676	<sup>(5)</sup> 11/09/2010	See Footnote <sup>(6)</sup>	7,676

## 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/ Greg Clark, as attorney-in-fact 07/22/2005

\*\*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) Option to purchase Issuer's Class A common stock, \$.001 par value

(2) 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 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) An option to purchase 10,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of January 9, 1999, January 9, 2000, January 9, 2001, January 9, 2002 and January 9, 2003.

(4) 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 the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.

(5) An option to purchase 40,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under 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, and November 9, 2004. The balance of such options becomes exercisable on November 9, 2005.

(6) 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.

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