

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 July 26, 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)
 C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP of Logistics

MLEVILLE, NY 11747

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

(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 | 07/22/2005 | | M | 7,554 | A \$ 13.9375 | 28,026 | D |
| Class A Common Stock, \$0.001 par value | 07/22/2005 | | S | 3,776 | D \$ 35.75 | 24,250 | D |
| | 07/22/2005 | | S | 1,888 | D \$ 35.8 | 22,362 | D |

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common

| | | | | | | | |
|--------|------------|---|-------|---|----------|--------|---|
| Stock, | 07/22/2005 | S | 1,890 | D | \$ 35.85 | 20,472 | D |
|--------|------------|---|-------|---|----------|--------|---|

\$0.001 par
value

Class A
Common

| | | | | | | | |
|--------|------------|---|-------|---|---------------|--------|---|
| Stock, | 07/25/2005 | M | 1,888 | A | \$ 13.9375 | 22,360 | D |
|--------|------------|---|-------|---|---------------|--------|---|

\$0.001 par
value

Class A
Common

| | | | | | | | |
|--------|------------|---|-------|---|---------|--------|---|
| Stock, | 07/25/2005 | M | 4,000 | A | \$ 14.5 | 26,360 | D |
|--------|------------|---|-------|---|---------|--------|---|

\$0.001 par
value

Class A
Common

| | | | | | | | |
|--------|------------|---|-------|---|-------|--------|---|
| Stock, | 07/25/2005 | S | 3,888 | D | \$ 36 | 22,472 | D |
|--------|------------|---|-------|---|-------|--------|---|

\$0.001 par
value

Class A
Common

| | | | | | | | |
|--------|------------|---|-------|---|----------|--------|---|
| Stock, | 07/25/2005 | S | 2,000 | D | \$ 35.95 | 20,472 | D |
|--------|------------|---|-------|---|----------|--------|---|

\$0.001 par
value

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. P Der Sec (Ins |
|---|--|---|---|--------------------------------------|---|--|--|----------------------------|
|---|--|---|---|--------------------------------------|---|--|--|----------------------------|

| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---|------------|------------|------|-------|---------------------|--------------------|------------|--|-------|
| | | | Code | V (A) | (D) | | | | |
| Options (right to buy) ⁽¹⁾ | \$ 13.9375 | 07/22/2005 | M | | | ⁽²⁾ | 11/09/2010 | See Footnote ⁽³⁾ | 7,554 |
| Options (right to buy) ⁽¹⁾ | \$ 13.9375 | 07/25/2005 | M | | | ⁽²⁾ | 11/09/2010 | See Footnote ⁽³⁾ | 1,888 |
| Options (right to buy) ⁽¹⁾ | \$ 14.5 | 07/25/2005 | M | | | ⁽⁴⁾ | 09/21/2011 | See Footnote ⁽³⁾ | 4,000 |

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 | | | | Sr. VP of Logistics |

Signatures

/s/ Charles A. Boehlke, Jr.,
Attorney-in-Fact

07/26/2005

 **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

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 November 9, 2001 and the balance of such option became exercisable on March 1, 2002.

(3) Class A Common Stock, \$.001 par value

(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 2001 Stock Option Plan. Such option became exercisable on March 1, 2002.

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.