MSC INDUSTRIAL DIRECT CO INC

Form 4 July 27, 2005

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

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

SECURITIES

OMB Number: 3235-0287

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average burden hours per response... 0.5

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SANDLER DAVID Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O MSC INDUSTRIAL DIRECT 07/26/2005 President & COO CO INC, 75 MAXESS RD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MELVILLE, NY 11747 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect eficial nership tr. 4)

(Instr. 3)	(any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Benet Owne (Instr
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(mon 1)	(IIISLI
Class A Common Stock, \$0.001 par value (2)	07/26/2005		S	900	D	\$ 35.31	64,941	D	
Class A Common Stock, \$0.001 par value (2)	07/26/2005		S	300	D	\$ 35.32	64,641	D	
	07/26/2005		S	300	D		64,341	D	

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Class A Common Stock, \$0.001 par value (2)					\$ 35.33		
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	900	D	\$ 35.34	63,441	D
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	1,200	D	\$ 35.35	62,241	D
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	100	D	\$ 35.36	62,141	D
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	900	D	\$ 35.37	61,241	D
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	800	D	\$ 35.38	60,441	D
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	300	D	\$ 35.39	60,141	D
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	500	D	\$ 35.4	59,641	D
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	100	D	\$ 35.41	59,541	D
	07/26/2005	S	400	D		59,141	D

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Class A Common Stock, \$0.001 par value (2)					\$ 35.42			
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	300	D	\$ 35.43	58,841	D	
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	100	D	\$ 35.44	58,741	D	
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	1,400	D	\$ 35.45	57,341	D	
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	600	D	\$ 35.46	56,741	D	
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	1,100	D	\$ 35.47	55,641	D	
Class A Common Stock, \$0.001 par value (2)	07/26/2005	S	200	D	\$ 35.48	55,441	D	
Class A Common Stock, \$.001 par value						2,000	I	See Footnote

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

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

President & COO

Signatures

/s/ David 07/27/2005 Sandler

**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) 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.

Reporting Owners 4