### Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

MSC INDUSTRIAL DIRECT CO INC Form 4 November 08, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
Washington, D.C. 20549								OMB Number:			
Check thi if no long	is box								Expires:	January 31, 2005	
subject to Section 1 Form 4 o	6. <b>SIAII</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per		0.5
obligation may cont	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 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 F	Responses)										
ECCLESTON THOMAS Symbol				r Name <b>and</b> Ticker or Trading NDUSTRIAL DIRECT CO				5. Relationship of Reporting Person(s) to Issuer			
		INC [M	SM]				(Check all applicable)				
(Last) (First) (Middle) 3. Date of (Month/Da				Earliest Transaction ay/Year)				Director 10% Owner Officer (give title Other (specify below) below)			
C/O MSC INDUSTRIAL DIRECT 11/04/20 CO INC, 75 MAXESS RD				)05				VP of Facilities & Secretary			
				ndment, Date Original hth/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
MLEVILLE	E, NY 11747							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		l
Class A Common Stock, \$0.001 par value	11/04/2005			Code V		(D)	Price \$ 14.5	(Instr. 3 and 4) 4,976	D		

value

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

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# 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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date ecurities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,				8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) <u>(1)</u>	\$ 14.5	11/04/2005		М	3,200	<u>(2)</u>	09/21/2011	See Footnote $(3)$	3,200	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
		Director	10% Owner	Officer	Other			
ECCLESTON THOMAS C/O MSC INDUSTRIAL D 75 MAXESS RD MLEVILLE, NY 11747	DIRECT CO INC			VP of Facilities & Secretary				
Signatures								
/s/ Thomas Eccleston	11/08/2005							

<u>\*\*</u>Signature of Reporting Person Date

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### **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 16,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under
 (2) the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004 and September 21, 2005. The balance of such option becomes exercisable in one-fifth on September 21, 2006.

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#### (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.