Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

MSC INDUSTRIAL DIRECT CO INC Form 4 October 18, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 ECCLESTON THOMAS Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O MSC INDUSTRIAL DIRECT 10/16/2006 VP of Plant & Equip and Sec 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 MLEVILLE, NY 11747 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) anv Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount Class A Common 1,029 А Stock, 10/16/2006 Α \$0 3,785 D (1)(1)\$.001 par

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

value

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

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 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. Transactic Code (Instr. 8) | 5. Number on f 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. Pı Deri Secu (Inst |
|---|---|---|---|--|---|--|--------------------|--|--|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Options (right to buy) (2) | \$ 42.78 | 10/16/2006 | | А | 5,000 | (3) | 10/16/2013 | See footnote (2) | 5,000 | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---------------------------------------|---------------|-----------|-----------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| ECCLESTON THOMAS | | | VP of | | | |
| C/O MSC INDUSTRIAL DIRECT CO INC | | | Plant & | | | |
| 75 MAXESS RD | | | Equip and | | | |
| MLEVILLE, NY 11747 | | | Sec | | | |

Signatures

/s/ Thomas 10/18/2006 Eccleston **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).
- These shares were granted under the Issuer's 2005 Omnibus Equity Plan, and are subject to restrictions on transfer that terminate as (1) follows: one-half of such shares may be sold on or after October 16, 2009, an additional one-quarter may be sold on or after October 16, 2010 and an additional one-quarter may be sold on or after October 16, 2011.
- (2) Class A common stock, \$.001 par value.
- Options to purchase 1,250 shares of Class A Common Stock are exercisable on October 16, 2007, 1,250 shares of Class A Common
- Stock are exercisable on October 16, 2008, 1,250 shares of Class A Common Stock are exercisable on October 16, 2009 and 1,250 shares (3) of Class A Common Stock are exercisable on October 16, 2010.

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.