

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 January 24, 2007

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 *
KELLY DENIS F

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)
01/22/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O MSM INDUSTRIAL DIRECT CO., INC., 74 MAXESS ROAD

(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

MELVILLE, 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	01/22/2007		M	5,000	A \$ 20.532	14,000	D
Class A Common Stock, \$0.001 par value	01/22/2007		S	1,600	D \$ 42.13	12,400	D
	01/22/2007		S	800	D \$ 42.17	11,600	D

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 700 D \$ 42.16 10,900 D

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 600 D \$ 42.14 10,300 D

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 400 D \$ 42.06 9,900 D

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 300 D \$ 42.07 9,600 D

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 200 D \$ 42.1 9,400 D

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 200 D \$ 42.08 9,200 D

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 100 D \$ 42.09 9,100 D

Class A
Common
Stock,
\$0.001 par
value

01/22/2007

S 100 D \$ 42.05 9,000 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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(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. I. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Options (right to buy)	\$ 20.532	01/22/2007		M	5,000	<u>(1)</u> 01/09/2008		Class A Common Stock, \$0.001 par value	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY DENIS F C/O MSM INDUSTRIAL DIRECT CO., INC. 74 MAXESS ROAD MELVILLE, NY 11747	X			

Signatures

/s/ Denis F. Kelly
Date: 01/24/2007

**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) The option vested in five equal installments on January 9, 1999, 2000, 2001, 2002 and 2003.

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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