#### MSC INDUSTRIAL DIRECT CO INC

Form 4 July 11, 2007

# FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per 0.5 response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANDLER DAVID	2. Issuer Name and Ticker or Trading Symbol MSC INDUSTRIAL DIRECT CO	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)  C/O MSC INDUSTRIAL DIRECT CO. INC., 75 MAXESS ROAD	INC [MSM]  3. Date of Earliest Transaction (Month/Day/Year) 07/09/2007	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO			
(Street) MELVILLE, NY 11747	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-L	Derivative (	Secur	ities Acqu	ired, Disposed of	f, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock, \$0.001 par value	07/09/2007		M	35,000	A	\$ 14.5	112,147	D	
Class A Common Stock, \$0.001 par value	07/09/2007		M	22,000	A	\$ 23.41	134,147	D	
	07/09/2007		S	302	D		133,845	D	

Class A Common Stock, \$0.001 par value					\$ 57.04		
Class A Common Stock, \$0.001 par value	07/09/2007	S	100	D	\$ 56.97	133,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 56.96	133,545	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	300	D	\$ 56.91	133,245	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 56.9	132,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 56.92	132,145	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	399	D	\$ 57.03	131,746	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,001	D	\$ 57.01	130,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,348	D	\$ 57.02	129,397	D
	07/09/2007	S	600	D		128,797	D

Class A Common Stock, \$0.001 par value					\$ 57.05		
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.48	128,297	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.49	128,097	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	700	D	\$ 57.46	127,397	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,200	D	\$ 57.47	126,197	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 57.43	125,597	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,804	D	\$ 57.38	123,793	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	7,900	D	\$ 57.4	115,893	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	900	D	\$ 57.39	114,993	D
	07/09/2007	S	1,500	D		113,493	D

Class A Common Stock, \$0.001 par value					\$ 57.37		
Class A Common Stock, \$0.001 par value per share.	07/09/2007	S	800	D	\$ 57.36	112,693	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	2,400	D	\$ 57.25	110,293	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.28	110,093	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,000	D	\$ 57.23	109,093	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.26	108,593	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	298	D	\$ 57.29	108,295	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	400	D	\$ 57.31	107,895	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	900	D	\$ 57.34	106,995	D

Class A Common

Stock, 07/09/2007 S 400 D \$ 106,595 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. Transactic Code (Instr. 8)	orDerivative		tionDerivative Securities ) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (right to buy) (1)	\$ 14.5	07/09/2007		M		35,000	(2)	09/21/2011	See Footnote	35,000			
Options (right to buy) (1)	\$ 23.41	07/09/2007		M		22,000	(3)	10/19/2013	See Footnote	22,000			

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDLER DAVID

C/O MSC INDUSTRIAL DIRECT CO. INC.

X President & CEO

75 MAXESS ROAD MELVILLE, NY 11747

**Signatures** 

/s/ Charles Boehlke, Attorney

In Fact 07/11/2007

\*\*Signature of Reporting Person Date

Reporting Owners 5

## **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, \$0.001 par value per share (?Common Stock?).
- An option to purchase 175,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-fifth became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 and September 21, 2006.
- An option to purchase 70,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock

  (3) Option Plan. One-fifth became exercisable on each of October 20, 2004, October 20, 2005 and October 20, 2006. The balance of such option becomes exercisable in one-fifth on each of October 20, 2007 and October 20, 2008.
- (4) Class A Common Stock, \$0.001 par value per share.

#### **Remarks:**

**Exhibit List** 

Exhibit 24 ? Power of Attorney

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Foundation 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.