GERSHWIND ERIK

Form 4 April 22, 2009

FORM 4

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

OMB

Check this box if no longer

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GERSHWIND ERIK	2. Issuer Name and Ticker or Trading Symbol MSC INDUSTRIAL DIRECT CO INC [MSM]	5. Relationship of Reporting Person(s) t Issuer (Check all applicable)		
(Last) (First) (Middle) C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2009	Director 10% Owner SVP, Product Mgmt. & Mktg.		
(Street) MELVILLE, NY 11747	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Chec Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

MELVILLE, NY 1174	47
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(City)	(State) (Zip) Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed o	of, or Beneficial	ly 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)	on(A) or Dis	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)
Class A Common Stock, \$ 0.001 par value	04/21/2009		М	40,000	` '		71,730	D	

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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) (1)	\$ 7.75	04/21/2009		M	40,000	<u>(2)</u>	10/19/2009	Class A Common Stock, \$0.001 par value	40,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747

SVP, Product Mgmt. & Mktg.

Signatures

/s/ Erik Gershwind, by J. Robert Small, Attorney-in-Fact

04/22/2009

Date

**Signature of 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) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value.
- An option to purchase 40,000 shares of the Issuer's Class A Common Stock, par value \$.001 per share, was issued to the Reporting

 (2) Person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.

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.

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