MSC INDUSTRIAL DIRECT CO INC

Form 4 July 17, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

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 * JACOBSON MITCHELL

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

MSC INDUSTRIAL DIRECT CO INC [MSM]

3. Date of Earliest Transaction

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 07/16/2007

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD

> (Street) 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

MELVILLE, NY 11747

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	red, Disposed 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. Transactic Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4	d of (Ľ))	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	07/16/2007		C	200,000	A	<u>(1)</u>	232,300	I	By trust
Class A Common Stock	07/16/2007		S	11,000	D	\$ 55.25	221,300	I	By trust
Class A Common Stock	07/16/2007		S	6,300	D	\$ 55.26	215,000	I	By trust
Class A	07/16/2007		S	2,005	D	\$	212,995	I	By trust

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Common Stock					55.27			(2)
Class A Common Stock	07/16/2007	S	4,395	D	\$ 55.28	208,600	I	By trust
Class A Common Stock	07/16/2007	S	800	D	\$ 55.3	207,800	I	By trust
Class A Common Stock	07/16/2007	S	500	D	\$ 55.34	207,300	I	By trust
Class A Common Stock	07/16/2007	S	200	D	\$ 55.38	207,100	I	By trust
Class A Common Stock	07/16/2007	S	4,800	D	\$ 55.4	202,300	I	By trust (2)
Class A Common Stock	07/16/2007	S	1,200	D	\$ 55.41	201,100	I	By trust
Class A Common Stock	07/16/2007	S	700	D	\$ 55.42	200,400	I	By trust (2)
Class A Common Stock	07/16/2007	S	700	D	\$ 55.43	199,700	I	By trust
Class A Common Stock	07/16/2007	S	400	D	\$ 55.45	199,300	I	By trust
Class A Common Stock	07/16/2007	S	2,900	D	\$ 55.46	196,400	I	By trust
Class A Common Stock	07/16/2007	S	400	D	\$ 55.47	196,000	I	By trust
Class A Common Stock	07/16/2007	S	1,400	D	\$ 55.48	194,600	I	By trust
Class A Common Stock	07/16/2007	S	1,300	D	\$ 55.49	193,300	I	By trust
Class A Common Stock	07/16/2007	S	16,713	D	\$ 55.5	176,587	I	By trust

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Class A Common Stock	07/16/2007	S	4,606	D	\$ 55.51	171,981	I	By trust
Class A Common Stock	07/16/2007	S	1,581	D	\$ 55.52	170,400	I	By trust
Class A Common Stock	07/16/2007	S	3,600	D	\$ 55.75	166,800	I	By trust
Class A Common Stock	07/16/2007	S	1,000	D	\$ 55.79	165,800	I	By trust
Class A Common Stock	07/16/2007	S	100	D	\$ 55.81	165,700	I	By trust
Class A Common Stock	07/16/2007	S	900	D	\$ 55.82	164,800	I	By trust
Class A Common Stock	07/16/2007	S	2,100	D	\$ 55.9	162,700	I	By trust
Class A Common Stock						130,169	D	
Class A Common Stock						71,951	I	Bt trust (3)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	isable and	7. Title and A	Amount of	6
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Da	ate	Underlying S	Securities]
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or					(
	Derivative				Disposed of (D)					
	Security				(Instr. 3, 4, and					
					5)					
					(1) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of	
				Code V	(A) (D)				Shares	

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Class B Common Stock	<u>(4)</u>	07/16/2007	С	200,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	200,000
Class B Common Stock	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Class A Common Stock	0
Class B Common Stock	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Class A Common Stock	0
Class B Common Stock	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Class A Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JACOBSON MITCHELL C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X					

Signatures

/s/ J. Robert Small,
Attorney-in-Fact

**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) Such shares were acquired pursuant to a conversion by the Marjorie Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust (the "Gershwind 1994 Trust") of 200,000 shares of Class B Common Stock on a one-for-one basis.
- (2) Such shares are owned by the Gershwind 1994 Trust, of which the Reporting Person is the Trustee. The Reporting Person disclaims beneficial ownership of the shares held by the Gershwind 1994 Trust.
- (3) Such shares are owned by trusts for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- (4) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis.
- (5) The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of grantor retained annuity trusts. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

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