

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 April 28, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**JACOBSON MITCHELL**

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)  
**04/26/2010**

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

**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)

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	04/26/2010		C	50,000	A <u>(1)</u> 88,169	D	
Class A Common Stock	04/27/2010		C	50,000	A <u>(1)</u> 138,169	D	
Class A Common Stock	04/26/2010		S	118,000	D <u>(2)</u> 56.67 20,169	D	
Class A Common Stock	04/27/2010		M	14,700	A \$ 14.5 34,869	D	

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Common  
Stock

Class A Common Stock	04/27/2010		S	14,700	D	\$ 56.43 <u>(5)</u>	20,169	D
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Class A Common Stock							71,951	I	By trust <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock (right to buy)	\$ 14.5	04/27/2010		M	14,700	09/21/2006 09/21/2011	Class A Common Stock	14,700	
Class B Common Stock	<u>(1)</u>	04/26/2010		C	50,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock	50,000	
Class B Common Stock	<u>(1)</u>	04/27/2010		C	50,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock	50,000	
Class B Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock	<u>(1)</u>	
Class B Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock	<u>(1)</u>	

