MSC INDUSTRIAL DIRECT CO INC

Form 4 April 28, 2010

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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See Instruction

Check this box

if no longer

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 * JACOBSON MITCHELL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MSC INDUSTRIAL DIRECT CO INC [MSM]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

04/26/2010

_X__ Director X__ 10% Owner Officer (give title _ 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)

X Form filed by One Reporting Person Form filed by More than One Reporting

MELVILLE, NY 11747

						_			
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	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. Transactio Code (Instr. 8)	4. Securitie for Disposec (Instr. 3, 4 a	d of (D))	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)
C1 A			Code V	Amount	(D)	Price	(Instr. 5 and 4)		
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	(1)	138,169	D	
Class A Common Stock	04/26/2010		S	118,000	D	\$ 56.67 (2)	20,169	D	
Class A	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 (5)	20,169	D	
Class A Common Stock						71,951	Ι	By trust

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. Transacti Code (Instr. 8)	5. Number of tionDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci Expiration Dat (Month/Day/Y	te	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	(1)	04/26/2010		С		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	(1)

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address

Director 10% Owner Officer Other

JACOBSON MITCHELL

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

MELVILLE, NY 11747

Signatures

/s/ J. Robert Small, Attorney-in-Fact 04/28/2010

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 Class B Common Stock is convertible immediately on a one-for-one basis into shares of Class A Common Stock and does not expire.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$56.50 to \$56.99. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Such shares are owned by a trust 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 trust.
 - 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. Amounts in Column 9 of Table II reflect changes in the form of beneficial ownership that have occurred since the Reporting Person last reported such beneficial ownership.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$56.30 to \$56.66. The Reporting Person (5) undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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