Edgar Filing: GERSHWIND ERIK - Form 4

| GERSHWIN Form 4 | D ERIK | | | | | | | | | |
|---|---|----------|---|--------------|--|--|-----------|---|--|---|
| October 20, 2 | 2008 | | | | | | | | | |
| FORM | | CECUD | | | | | COMMERION | | PPROVAL | |
| | UNITE | DSIALES | | hington, I | | | NGE | COMMISSION | OMB Number: | 3235-0287 |
| Check thi if no long subject to Section 1 Form 4 or Form 5 | 6. | | GES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | Expires: January 3 200 Estimated average burden hours per response 0. | | |
| obligation may contr <i>See</i> Instru 1(b). | Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940 | | | | | | n | | | |
| (Print or Type F | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> GERSHWIND ERIK | | | 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) | INC [MSM] 3. Date of Earliest Transaction (Month/Day/Year) | | | | | Director 10% Owner X Officer (give title Other (specify below) | | |
| | NDUSTRIAL 1 75 MAXESS R | | 10/16/20 | 008 | | | | · · · · · · · · · · · · · · · · · · · | duct Mgmt. & | Mktg. |
| | (Street) | | 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 | , IN I 11/4/ | | | | | | | Person | | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. De (Month/Day/Year) 2A. De Executi any (Month | | | Code | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | SecuritiesIBeneficially0OwnedI | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Class A | | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock, \$0.001 par value | 10/16/2008 | | | А | 3,283 (1) | A | \$ 0 | 31,730 | 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. Transactio 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) | | 8 C S (1 |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|-------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Options (right to buy) (2) | \$ 38.07 | 10/16/2008 | | A | 18,000 | (3) | 10/16/2015 | Class A Common Stock, \$.001 par value | 18,000 | |

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 10/20/2008

**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).

These shares were granted under the Issuer's 2005 Omnibus Equity Plan, and are subject to restrictions on transfer that terminate as (1) follows: one-half of such shares may be sold on or after October 16, 2011, an additional one-quarter may be sold on or after October 16,

- 2012 and an additional one-quarter may be sold on or after October 16, 2013.
- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

An option to purchase 18,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus (3) Equity Plan. 4,500 shares of Common Stock become exercisable on each of October 16, 2009, October 16, 2010, October 16, 2011 and October 16, 2012.

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.