

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 July 11, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 SANDLER DAVID

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)

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

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

07/09/2007

President & CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

MELVILLE, NY 11747

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	07/09/2007		M	35,000	A \$ 14.5	112,147	D
Class A Common Stock, \$0.001 par value	07/09/2007		M	22,000	A \$ 23.41	134,147	D
	07/09/2007		S	302	D	133,845	D

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Class A Common Stock, \$0.001 par value					\$ 57.04		
Class A Common Stock, \$0.001 par value	07/09/2007	S	100	D	\$ 56.97	133,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 56.96	133,545	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	300	D	\$ 56.91	133,245	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 56.9	132,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 56.92	132,145	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	399	D	\$ 57.03	131,746	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,001	D	\$ 57.01	130,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,348	D	\$ 57.02	129,397	D
	07/09/2007	S	600	D		128,797	D

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Class A Common Stock, \$0.001 par value					\$ 57.05		
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.48	128,297	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.49	128,097	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	700	D	\$ 57.46	127,397	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,200	D	\$ 57.47	126,197	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 57.43	125,597	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,804	D	\$ 57.38	123,793	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	7,900	D	\$ 57.4	115,893	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	900	D	\$ 57.39	114,993	D
	07/09/2007	S	1,500	D		113,493	D

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Class A Common Stock, \$0.001 par value					\$ 57.37		
Class A Common Stock, \$0.001 par value per share.	07/09/2007	S	800	D	\$ 57.36	112,693	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	2,400	D	\$ 57.25	110,293	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.28	110,093	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,000	D	\$ 57.23	109,093	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.26	108,593	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	298	D	\$ 57.29	108,295	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	400	D	\$ 57.31	107,895	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	900	D	\$ 57.34	106,995	D

Class A
Common
Stock, 07/09/2007 S 400 D \$ 106,595 D
\$0.001 par
value 57.32

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)	8. Amount or Number of Shares
Options (right to buy) ⁽¹⁾	\$ 14.5	07/09/2007		M	35,000	⁽²⁾ 09/21/2011	See Footnote ⁽⁴⁾	35,000
Options (right to buy) ⁽¹⁾	\$ 23.41	07/09/2007		M	22,000	⁽³⁾ 10/19/2013	See Footnote ⁽⁴⁾	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDLER DAVID C/O MSC INDUSTRIAL DIRECT CO. INC. 75 MAXESS ROAD MELVILLE, NY 11747	X		President & CEO	

Signatures

/s/ Charles Boehlke, Attorney
In Fact

07/11/2007

^{__}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) Options to purchase Issuer's Class A Common Stock, \$0.001 par value per share (?Common Stock?).
An option to purchase 175,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock
- (2) Option Plan. One-fifth became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 and September 21, 2006.
An option to purchase 70,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock
- (3) Option Plan. One-fifth became exercisable on each of October 20, 2004, October 20, 2005 and October 20, 2006. The balance of such option becomes exercisable in one-fifth on each of October 20, 2007 and October 20, 2008.
- (4) Class A Common Stock, \$0.001 par value per share.

Remarks:

Exhibit List

Exhibit 24 ? Power of Attorney

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the R

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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