

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 July 11, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Jones Douglas E

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)  
 07/09/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

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 Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                         |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Class A Common Stock, \$0.001 par value | 07/09/2007                           |                                                    | M                              | 2,000                                                             | A \$ 15.15                                                                                    | 14,637                                                   | D                                 |
| Class A Common Stock, \$0.001 par value | 07/09/2007                           |                                                    | M                              | 4,000                                                             | A \$ 14.5                                                                                     | 18,637                                                   | D                                 |
|                                         | 07/09/2007                           |                                                    | M                              | 9,600                                                             | A                                                                                             | 28,237                                                   | D                                 |

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

|                                                     |            |   |       |   |       |        |  |   |
|-----------------------------------------------------|------------|---|-------|---|-------|--------|--|---|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value |            |   |       |   | \$    |        |  |   |
|                                                     |            |   |       |   | 23.41 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 100   | D | \$    | 28,137 |  | D |
|                                                     |            |   |       |   | 57.33 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 600   | D | \$    | 27,537 |  | D |
|                                                     |            |   |       |   | 57.32 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 100   | D | \$    | 27,437 |  | D |
|                                                     |            |   |       |   | 57.31 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 2,100 | D | \$    | 25,337 |  | D |
|                                                     |            |   |       |   | 57.3  |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 200   | D | \$    | 25,137 |  | D |
|                                                     |            |   |       |   | 57.29 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 100   | D | \$    | 25,037 |  | D |
|                                                     |            |   |       |   | 57.28 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 500   | D | \$    | 24,537 |  | D |
|                                                     |            |   |       |   | 57.27 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 200   | D | \$    | 24,337 |  | D |
|                                                     |            |   |       |   | 57.25 |        |  |   |
|                                                     | 07/09/2007 | S | 100   | D |       | 24,237 |  | D |

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

|                                                     |            |   |       |   |       |        |  |   |
|-----------------------------------------------------|------------|---|-------|---|-------|--------|--|---|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value |            |   |       |   | \$    |        |  |   |
|                                                     |            |   |       |   | 57.24 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 100   | D | \$    | 24,137 |  | D |
|                                                     |            |   |       |   | 57.21 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 100   | D | \$    | 24,037 |  | D |
|                                                     |            |   |       |   | 57.19 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 300   | D | \$    | 23,737 |  | D |
|                                                     |            |   |       |   | 57.17 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 200   | D | \$    | 23,537 |  | D |
|                                                     |            |   |       |   | 57.16 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 1,900 | D | \$    | 21,637 |  | D |
|                                                     |            |   |       |   | 57.15 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 400   | D | \$    | 21,237 |  | D |
|                                                     |            |   |       |   | 57.14 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 1,800 | D | \$    | 19,437 |  | D |
|                                                     |            |   |       |   | 57.13 |        |  |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 500   | D | \$    | 18,937 |  | D |
|                                                     |            |   |       |   | 57.12 |        |  |   |
|                                                     | 07/09/2007 | S | 2,000 | D |       | 16,937 |  | D |

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

|                                                     |            |   |       |   |          |        |   |
|-----------------------------------------------------|------------|---|-------|---|----------|--------|---|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value |            |   |       |   | \$       |        |   |
|                                                     |            |   |       |   | 57.11    |        |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 3,200 | D | \$ 57.1  | 13,737 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 200   | D | \$ 57.08 | 13,537 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 100   | D | \$ 57.07 | 13,437 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 100   | D | \$ 57.06 | 13,337 | D |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 | S | 700   | D | \$ 57.05 | 12,637 | D |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8. P<br>Der<br>Sec<br>(Ins |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|----------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|----------------------------|

|                                             |          |            |      |       | Date<br>Exercisable | Expiration<br>Date | Title      | Amount<br>or<br>Number<br>of<br>Shares |       |
|---------------------------------------------|----------|------------|------|-------|---------------------|--------------------|------------|----------------------------------------|-------|
|                                             |          |            | Code | V (A) | (D)                 |                    |            |                                        |       |
| Options<br>(right to<br>buy) <sup>(1)</sup> | \$ 15.15 | 07/09/2007 | M    |       |                     | <sup>(2)</sup>     | 09/20/2011 | See<br>Footnote<br><sup>(5)</sup>      | 2,000 |
| Options<br>(right to<br>buy) <sup>(1)</sup> | \$ 14.5  | 07/09/2007 | M    |       |                     | <sup>(3)</sup>     | 09/20/2011 | See<br>Footnote<br><sup>(5)</sup>      | 4,000 |
| Options<br>(right to<br>buy) <sup>(1)</sup> | \$ 23.41 | 07/09/2007 | M    |       |                     | <sup>(4)</sup>     | 10/19/2013 | See<br>Footnote<br><sup>(5)</sup>      | 9,600 |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |                       |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-----------------------|
|                                                                                                | Director      | 10% Owner | Officer | Other                 |
| Jones Douglas E<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY 11747 |               |           |         | Senior Vice President |

## Signatures

/s/ Douglas E.  
Jones

07/11/2007

<sup>\*\*</sup>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 10,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 1998 Stock

(2) Option Plan. One-fifth became exercisable on each of September 20, 2002, September 20, 2003, September 20, 2004, September 20, 2005 and September 20, 2006.

An option to purchase 20,000 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 September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 and September 21, 2006.

An option to purchase 16,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock

(4) 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.

(5) Class A Common Stock, \$0.001 par value per share.

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.