

MSC INDUSTRIAL DIRECT CO INC
Form 4
April 18, 2008

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 *
ECCLESTON THOMAS

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)
04/16/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Plt. & Equip. & Secy.

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	04/16/2008		M	1,400	A \$ 23.41 5,740	D	
Class A Common Stock, \$0.001 par value	04/16/2008		M	1,250	A \$ 32.4 6,990	D	
	04/16/2008		S	1,150	D \$ 46 5,840	D	

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

04/16/2008 S 500 D \$ 46.08 5,340 D

Class A
Common
Stock,
\$0.001 par
value

04/16/2008 S 400 D \$ 46.06 4,940 D

Class A
Common
Stock,
\$0.001 par
value

04/16/2008 S 100 D \$ 46.05 4,840 D

Class A
Common
Stock,
\$0.001 par
value

04/16/2008 S 500 D \$ 46.09 4,340 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 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. Price or Number of Shares (Instr. 3 and 4)
	\$ 23.41	04/16/2008		M	1,400	(2) 10/19/2013	Title	Amount or Number of Shares

Options (right to buy) <u>(1)</u>								See footnote <u>(4)</u>	
Options (right to buy) <u>(1)</u>	\$ 32.4	04/16/2008	M	1,250	<u>(3)</u>	10/25/2011	See footnote <u>(4)</u>	1,250	S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ECCLESTON THOMAS C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747			VP, Plt. & Equip. & Secy.	

Signatures

/s/ Thomas
Eccleston

04/17/2008

 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).
- (1) Options to purchase Issuer's Class A Common Stock, \$0.001 par value per share ("Common Stock").
An option to purchase 7,000 shares of Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan.
- (2) One-fifth became exercisable on each of October 20, 2004, October 20, 2005, October 20, 2006 and October 20, 2007. The balance of such option becomes exercisable in one-fifth on October 20, 2008.
An option to purchase 5,000 shares of Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan.
- (3) One-fourth became exercisable on each of October 26, 2005, October 26, 2006 and October 26, 2007. The balance of such option becomes exercisable in one-fourth on October 26, 2008.
- (4) 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.