

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 23, 2004

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 *
JACOBSON MITCHELL

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

(Last) (First) (Middle)
MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2004

MELVILLE, NY 11747

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

(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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	11/19/2004		S(1)	11,700	D	\$ 36	67,250	I (2)	By foundation
Class A Common Stock	11/19/2004		S(1)	1,200	D	\$ 36.01	66,050	I (3)	By foundation
Class A Common Stock	11/19/2004		S(1)	50	D	\$ 36.02	66,000	I (4)	By foundation
Class A Common Stock	11/19/2004		S(1)	300	D	\$	65,700	I (5)	By

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Common Stock						36.03			foundation
Class A Common Stock	11/19/2004	<u>S</u> (1)	150	D	\$ 36.04	65,550	I (6)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	42,250	D	\$ 36	23,300	I (7)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	550	D	\$ 36.01	22,750	I (8)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	300	D	\$ 36.02	22,450	I (9)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	500	D	\$ 36.06	21,950	I (10)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	650	D	\$ 36.07	21,300	I (11)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	800	D	\$ 36.1	20,500	I (12)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	2,450	D	\$ 36.11	18,050	I (13)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,000	D	\$ 36.12	17,050	I (14)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,200	D	\$ 36.16	15,850	I (15)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	100	D	\$ 36.18	15,750	I (16)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	200	D	\$ 36.19	15,550	I (17)		By foundation
Class A Common Stock						169,669	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X	Chairman and CEO	

Signatures

/s/ J. Robert Small, 11/23/2004
Attorney-in-Fact

**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) The shares were sold by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares sold by the Jacobson Family Foundation.
- (2) Includes 67,250 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (3) Includes 66,050 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (4) Includes 66,000 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.

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- (5) Includes 65,700 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (6) Includes 65,550 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (7) Includes 23,300 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (8) Includes 22,750 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (9) Includes 22,450 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (10) Includes 21,950 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (11) Includes 21,300 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (12) Includes 20,500 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (13) Includes 18,050 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (14) Includes 17,050 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (15) Includes 15,850 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (16) Includes 15,750 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (17) Includes 15,550 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.

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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