

SANDLER DAVID
Form 4
November 16, 2005

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 *
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)
11/14/2005

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

C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	11/14/2005		M	17,826	A \$ 13.9375	73,267	D
Class A Common Stock, \$0.001 par value	11/14/2005		M	25,000	A \$ 14.5	98,267	D
	11/14/2005		S	13,500	D \$ 38.07	84,767	D

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Class A Common Stock, \$0.001 par value							
Class A Common Stock, \$0.001 par value	11/14/2005	S	400	D	\$ 38.1	84,367	D
Class A Common Stock, \$0.001 par value	11/14/2005	S	300	D	\$ 38.11	84,067	D
Class A Common Stock, \$0.001 par value	11/14/2005	S	600	D	\$ 38.12	83,467	D
Class A Common Stock, \$0.001 par value	11/14/2005	S	400	D	\$ 38.13	83,067	D
Class A Common Stock, \$0.001 par value	11/14/2005	S	7,400	D	\$ 38.14	75,667	D
Class A Common Stock, \$0.001 par value	11/14/2005	S	17,900	D	\$ 38.15	57,767	D
Class A Common Stock, \$0.001 par value	11/14/2005	S	600	D	\$ 38.16	57,167	D
Class A Common Stock, \$0.001 par value	11/14/2005	S	1,000	D	\$ 38.17	56,167	D
	11/14/2005	S	300	D	\$ 38.18	55,867	D

Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

11/14/2005

S

426

D

\$ 38.19

55,441

D

2,000

I

See
Footnote
(1)

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

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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. Amount or Number of Shares
Options (right to buy) ⁽²⁾	\$ 13.9375	11/14/2005		M	17,826	⁽³⁾ 11/09/2010	See Footnote ⁽⁵⁾	17,826
Options (right to buy) ⁽²⁾	\$ 14.5	11/14/2005		M	25,000	⁽⁴⁾ 09/21/2011	See Footnote ⁽⁵⁾	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SANDLER DAVID
C/O MSC INDUSTRIAL DIRECT CO INC X President & CEO
75 MAXESS RD
MELVILLE, NY 11747

Signatures

/s/ David
Sandler 11/15/2005

**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) Held in trust for the benefit of the Reporting Person's children.
- (2) Options to Purchase Issuer's Class A common stock, \$.001 par value
An option to purchase 125,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under
(3) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003, November 9, 2004 and November 9, 2005.
An option to purchase 175,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under
(4) the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004 and September 21, 2005. The balance of such option becomes exercisable in one-fifth on September 21, 2006.
- (5) Class A Common Stock, \$.001 par value

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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