

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 July 13, 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 *
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2007

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	07/11/2007		C		250,000	A	<u>(1)</u> 250,000
Class A Common Stock	07/11/2007		S		1,800	D	\$ 55.45 248,200 I <u>(2)</u> By trust
Class A Common Stock	07/11/2007		S		700	D	\$ 55.48 247,500 I <u>(2)</u> By trust
Class A Common Stock	07/11/2007		S		8,900	D	\$ 55.5 238,600 I <u>(2)</u> By trust

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Common Stock								(2)
Class A Common Stock	07/11/2007	S	1,800	D	\$ 55.51	236,800	I	By trust (2)
Class A Common Stock	07/11/2007	S	3,800	D	\$ 55.52	233,000	I	By trust (2)
Class A Common Stock	07/11/2007	S	2,800	D	\$ 55.53	230,200	I	By trust (2)
Class A Common Stock	07/11/2007	S	2,100	D	\$ 55.54	228,100	I	By trust (2)
Class A Common Stock	07/11/2007	S	3,100	D	\$ 55.55	225,000	I	By trust (2)
Class A Common Stock	07/11/2007	S	2,500	D	\$ 55.56	222,500	I	By trust (2)
Class A Common Stock	07/11/2007	S	1,300	D	\$ 55.57	221,200	I	By trust (2)
Class A Common Stock	07/11/2007	S	3,300	D	\$ 55.58	217,900	I	By trust (2)
Class A Common Stock	07/11/2007	S	2,900	D	\$ 55.59	215,000	I	By trust (2)
Class A Common Stock	07/11/2007	S	11,500	D	\$ 55.6	203,500	I	By trust (2)
Class A Common Stock	07/11/2007	S	3,300	D	\$ 55.61	200,200	I	By trust (2)
Class A Common Stock	07/11/2007	S	1,000	D	\$ 55.62	199,200	I	By trust (2)
Class A Common Stock	07/11/2007	S	1,700	D	\$ 55.63	197,500	I	By trust (2)
Class A Common Stock	07/11/2007	S	1,900	D	\$ 55.64	195,600	I	By trust (2)

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Class A Common Stock	07/11/2007	S	1,400	D	\$ 55.65	194,200	I	By trust (2)
Class A Common Stock	07/11/2007	S	800	D	\$ 55.66	193,400	I	By trust (2)
Class A Common Stock	07/11/2007	S	1,800	D	\$ 55.67	191,600	I	By trust (2)
Class A Common Stock	07/11/2007	S	1,200	D	\$ 55.68	190,400	I	By trust (2)
Class A Common Stock	07/11/2007	S	1,000	D	\$ 55.69	189,400	I	By trust (2)
Class A Common Stock	07/11/2007	S	200	D	\$ 55.71	189,200	I	By trust (2)
Class A Common Stock	07/12/2007	S	23,000	D	\$ 55.6	166,200	I	By trust (2)
Class A Common Stock	07/12/2007	S	1,500	D	\$ 55.61	164,700	I	By trust (2)
Class A Common Stock	07/12/2007	S	7,000	D	\$ 55.62	157,700	I	By trust (2)
Class A Common Stock	07/12/2007	S	200	D	\$ 55.63	157,500	I	By trust (2)
Class A Common Stock						130,169	D	
Class A Common Stock						71,951	I	By trust (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Class B Common Stock	(4)	07/11/2007		C	250,000	(4) (4)	Class A Common Stock	250,000
Class B Common Stock	(4)					(4) (4)	Class A Common Stock	0
Class B Common Stock	(4)					(4) (4)	Class A Common Stock	0
Class B Common Stock	(4)					(4) (4)	Class A Common Stock	0

Reporting Owners

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

Signatures

/s/ J. Robert Small, Attorney-in-Fact 07/13/2007

**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) Such shares were acquired pursuant to a conversion by the Marjorie Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust (the "Gershwind 1994 Trust") of 250,000 shares of Class B Common Stock on a one-for-one basis.
- (2) Such shares are owned by the Gershwind 1994 Trust, of which the Reporting Person is the Trustee. The Reporting Person disclaims beneficial ownership of the shares held by the Gershwind 1994 Trust.
- (3) Such shares are owned by trusts for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- (4)

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The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis.

- (5) The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of grantor retained annuity trusts. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- Since the Reporting Person's last report, 1,362,782 shares of the issuer's Class B Common Stock previously owned indirectly through
- (6) grantor retained annuity trusts of which the Reporting Person is the Settlor and Trustee, were distributed to the Reporting Person and are now owned directly by the Reporting Person.

Remarks:

1 of 2 Form 4s

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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