

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 *
 GERSHWIND MARJORIE

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)
 C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD
 (Street)

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

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

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		
Class A Common Stock	11/19/2004		S ⁽¹⁾	11,700 D	\$ 36	107,250	I ⁽²⁾ By foundation
Class A Common Stock	11/19/2004		S ⁽¹⁾	1,200 D	\$ 36.01	106,050	I ⁽³⁾ By foundation
Class A Common Stock	11/19/2004		S ⁽¹⁾	50 D	\$ 36.02	106,000	I ⁽⁴⁾ By foundation
Class A Common Stock	11/19/2004		S ⁽¹⁾	300 D	\$	105,700	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	105,550	I (6)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	42,250	D	\$ 36	63,300	I (7)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	550	D	\$ 36.01	62,750	I (8)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	300	D	\$ 36.02	62,450	I (9)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	500	D	\$ 36.06	61,950	I (10)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	650	D	\$ 36.07	61,300	I (11)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	800	D	\$ 36.1	60,500	I (12)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	2,450	D	\$ 36.11	58,050	I (13)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,000	D	\$ 36.12	57,050	I (14)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,200	D	\$ 36.16	55,850	I (15)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	100	D	\$ 36.18	55,750	I (16)		By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	200	D	\$ 36.19	55,550	I (17)		By foundation
Class A Common Stock						190,680	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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

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 Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares sold by the Gershwind Family Foundation.
- (2) Includes 107,250 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (3) Includes 106,050 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (4) Includes 106,000 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

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- (5) Includes 105,700 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (6) Includes 105,550 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (7) Includes 63,300 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (8) Includes 62,750 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (9) Includes 62,450 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (10) Includes 61,950 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (11) Includes 61,300 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (12) Includes 60,500 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (13) Includes 58,050 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (14) Includes 57,050 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (15) Includes 55,850 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (16) Includes 55,750 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.
- (17) Includes 55,550 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind 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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