

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 October 28, 2010

**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)  
**10/26/2010**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Class A Common Stock            | 10/14/2010                           |  | G                              | V   | 50,000  | D  | \$ 0 91,869                                |
| Class A Common Stock            | 10/26/2010                           |  | M                              |   | 40,295  | A  | \$ 14.5 132,164                            |
| Class A Common Stock            | 10/26/2010                           |  | S                              |   | 40,195  | D  | \$ 58.25 91,969                            |
| Class A Common Stock            | 10/26/2010                           |  | S                              |   | 100   | D  | \$ 57.6 91,869                             |

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|                      |            |  |   |        |   |                           |        |   |                     |
|----------------------|------------|--|---|--------|---|---------------------------|--------|---|---------------------|
| Common Stock         |            |  |   |        |   | <u>(2)</u>                |        |   |                     |
| Class A Common Stock | 10/27/2010 |  | S | 3,100  | D | \$ 58.1                   | 88,769 | D |                     |
| Class A Common Stock | 10/28/2010 |  | S | 31,043 | D | \$<br>58.13<br><u>(3)</u> | 57,726 | D |                     |
| Class A Common Stock |            |  |   |        |   |                           | 71,951 | I | By trust <u>(4)</u> |

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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option to purchase Common Stock (right to buy) | \$ 14.5  | 10/26/2010                           |  | M                              | 40,295  | 09/21/2006 09/21/2011                                    | Class A Common Stock 40,295                                   |

## Reporting Owners

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

## Signatures

/s/ J. Robert Small,  
Attorney-in-Fact

10/28/2010

\_\_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 price shown in Column 4 is a weighted average sale price. The price range for the sales is \$57.64 to \$58.63. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$57.59 to \$57.61. The Reporting Person
  - (2) undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$58.00 to \$58.39. The Reporting Person
  - (3) undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (4) Such shares are owned by a trust 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 trust.

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.