

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 03, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHROEDER JAMES A**

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)

11/01/2004

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

Senior VP of Logistics

**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)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**MLEVILLE, 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 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	(A) or (D)	Price
Class A Common Stock, \$0.001 par value	11/01/2004		M		26,000	A	\$ 15.25 41,880
Class A Common Stock, \$0.001 par value	11/01/2004		M		7,400	A	\$ 19 49,280
	11/01/2004		S		8,845	D	\$ 34 40,435

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Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

29

D

\$  
34.06

40,406

D

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

381

D

\$  
34.07

40,025

D

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

463

D

\$  
34.08

39,562

D

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

548

D

\$  
34.09

39,014

D

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

3,425

D

\$ 34.1

35,589

D

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

86

D

\$ 34.2

35,503

D

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

292

D

\$  
34.21

35,211

D

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

11/01/2004

S

926

D

\$  
34.22

34,285

D

11/01/2004

S

1,053

D

33,232

D

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Class A Common Stock, \$0.001 par value <sup>(5)</sup>					\$ 34.23		
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	1,138	D	\$ 34.24	32,094	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	1,558	D	\$ 34.25	30,536	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	43	D	\$ 34.27	30,493	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	127	D	\$ 34.3	30,366	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	2,397	D	\$ 34.33	27,969	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	43	D	\$ 34.34	27,962	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	1,305	D	\$ 34.35	26,621	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	1,180	D	\$ 34.36	25,441	D
	11/01/2004	S	1,178	D		24,263	D

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Class A Common Stock, \$0.001 par value <sup>(5)</sup>					\$ 34.37		
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	2,907	D	\$ 34.38	21,356	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	1,138	D	\$ 34.39	20,218	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	755	D	\$ 34.4	19,463	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	380	D	\$ 34.41	19,083	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	43	D	\$ 34.42	19,040	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	84	D	\$ 34.44	18,456	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	211	D	\$ 34.46	18,745	D
Class A Common Stock, \$0.001 par value <sup>(5)</sup>	11/01/2004	S	337	D	\$ 34.47	18,408	D
	11/01/2004	S	421	D		17,987	D

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Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(5)</sup>

\$  
34.48

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.**

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) <sup>(1)</sup>	\$ 15.25	11/01/2004		M	26,000	<sup>(2)</sup> 04/28/2007	See Footnote <sup>(4)</sup>	26,000
Options (right to buy) <sup>(1)</sup>	\$ 19	11/01/2004		M	7,400	<sup>(3)</sup> 11/19/2007	See Footnote <sup>(4)</sup>	7,400

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHROEDER JAMES A C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747	Senior VP of Logistics

## Signatures

/s/ James  
Schroeder

11/03/2004

\*\*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) Option to purchase Issuer's Class A common stock, \$.001 par value

An option to purchase 30,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(2) the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of April 28, 1998, April 28, 1999, April 28, 2000, April 28, 2001 and April 28, 2002.

An option to purchase 20,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(3) the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of November 19, 1998, November 19, 1999, November 19, 2000, November 19, 2001 and November 19, 2002.

(4) Class A Common Stock, \$.001 par value

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

(5) Person is filing 2 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 1st Form 4 of the 2 filings.

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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