SANDLER DAVID

Form 4

value (1)

11/02/2004

November 04, 2004

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SANDLER DAVID Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O MSC INDUSTRIAL DIRECT 11/02/2004 PRESIDENT & COO CO INC, 75 MAXESS RD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MELVILLE, NY 11747 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common 25 D Stock, 11/02/2004 S 25,248 D \$0.001 par value (1) Class A Common Stock, 11/02/2004 S 581 D \$ 34.1 24,667 D \$0.001 par

S

708

D

23,959

D

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Class A Common Stock, \$0.001 par value (1)					\$ 34.11			
Class A Common Stock, \$0.001 par value (1)	11/02/2004	S	25	D	\$ 34.12	23,934	D	
Class A Common Stock, \$0.001 par value (1)	11/02/2004	S	379	D	\$ 34.13	23,555	D	
Class A Common Stock, \$0.001 par value (1)	11/02/2004	S	25	D	\$ 34.14	23,530	D	
Class A Common Stock, \$0.001 par value (1)	11/02/2004	S	228	D	\$ 34.15	23,302	D	
Class A Common stock, \$0.001 par value (1)						2,000	I	See Footnote (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
									,

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(Instr. 3, 4, and 5)

Date Expiration Date Expiration Title Of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer Officer

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

X PRESIDENT & COO

Signatures

/s/ David
Sandler

**Signature of Reporting Person

11/03/2004

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).
 - Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting
- (1) Person is filing 3 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 3rd Form 4 of the 3 filings.
- (2) Held in trust for the benefit of the Reporting Person's children.

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.

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