

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 12, 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 *
 ECCLESTON THOMAS

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 RD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2004

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Vice Pres of Facilities & Secy

MLEVILLE, NY 11747

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

(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, \$0.001 par value	11/09/2004		M	3,200	A \$ 13.9375	3,840	D
Class A Common Stock, \$0.001 par value	11/09/2004		S	1,000	D \$ 35.3	2,840	D
	11/09/2004		S	200	D \$ 35.27	2,640	D

Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

11/09/2004 S 100 D \$ 35.25 2,540 D

11/09/2004 S 1,500 D \$ 35.08 1,040 D

11/09/2004 S 400 D \$ 35.03 640 D

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)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽¹⁾	\$ 13.9375	11/09/2004		M	3,200	⁽²⁾	11/09/2010	See Footnote ⁽³⁾	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ECCLESTON THOMAS C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747			Vice Pres of Facilities & Secy	

Signatures

/s/ Thomas
Eccleston
11/10/2004

**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) Options to purchase Issuer's Class A common stock, \$.001 par value
An option to purchase 16,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under
 - (2) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003 and November 9, 2004. The balance of such option becomes exercisable in one-fifth on November 9, 2005
 - (3) Class A Common Stock, \$.001 par value

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.