

BOEHLKE CHARLES A JR

Form 4

November 12, 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BOEHLKE CHARLES A JR

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)

11/11/2004

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

Executive VP and CFO

C/O MSC INDUSTRIAL DIRECT  
CO INC, 75 MAXES 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock, \$0.001 par value <u>(1)</u>	11/11/2004		S		2,200	D \$ 35.18	13,080	D	
Class A Common Stock, \$0.001 par value <u>(1)</u>	11/11/2004		S		500	D \$ 35.19	12,580	D	
	11/11/2004		S		3,200	D \$ 35.2	9,380	D	

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(1)</sup>

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(1)</sup>

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(1)</sup>

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(1)</sup>

Class A  
Common  
Stock,  
\$0.001 par  
value <sup>(1)</sup>

11/11/2004

S

500

D

\$  
35.21

8,880

D

11/11/2004

S

100

D

\$  
35.22

8,780

D

11/11/2004

S

200

D

\$  
35.32

8,580

D

11/11/2004

S

1,300

D

\$  
35.35

7,280

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.**

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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
BOEHLKE CHARLES A JR C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXES ROAD MELVILLE, NY 11747	X		Executive VP and CFO	

## Signatures

/s/ Charles A.  
Boehlke, Jr. 11/12/2004

       \*\*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).

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 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 2nd 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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