

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 November 17, 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 \*  
 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)  
 11/15/2004

Director 10% Owner  
 Officer (give title below) Other (specify below)  
 Sr. 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)  
 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		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Class A Common Stock, \$0.001 par value	11/15/2004		M		6,000	A	\$ 20.875	22,211	D
Class A Common Stock, \$0.001 par value	11/15/2004		S		2,000	D	\$ 35.54	20,211	D
	11/15/2004		S		2,000	D	\$ 35.5	18,211	D

Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock, 11/15/2004 S 2,000 D \$ 35.42 16,211 D  
\$0.001 par  
value

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...)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Options (right to buy) <sup>(1)</sup>	\$ 20.875	11/15/2004		M	6,000	<u>(2)</u>	10/30/2007	See Footnote <u>(3)</u>	6,000

## 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

Sr. VP of Logistics

## Signatures

/s/ James  
Schroeder

11/16/2004

\_\_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 150,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of October 30, 1998, October 30, 1999, October 30, 2000, October 30, 2001 and October 30, 2002.

(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.

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