

MSC INDUSTRIAL DIRECT CO INC

Form 4

January 13, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANKER ROSS

(Last) (First) (Middle)

C/O MSC INDUSTRIAL DIRECT
CO INC, 75 MAXESS RD

(Street)

MLEVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MSC INDUSTRIAL DIRECT CO
INC [MSM]

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

01/11/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr VP of Prod Mgnt & Info Sys

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Class A Common Stock, \$0.01 par value	01/11/2005		M	3,963 A	\$ 15.25 16,838	D	
Class A Common Stock, \$0.001 par value	01/11/2005		S	1,640 D	\$ 33.3 15,198	D	
	01/11/2005		S	2,000 D	\$ 33.31 13,198	D	

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

01/11/2005

S

1,000

D

\$ 33.32

12,198

D

Class A
Common
Stock,
\$0.001 par
value

01/11/2005

S

500

D

\$ 33.33

11,698

D

Class A
Common
Stock,
\$0.01 par
value

01/12/2005

M

4,477

A

\$ 15.25

16,175

D

Class A
Common
Stock,
\$0.01 par
value

01/12/2005

M

12,000

A

\$
13.9375

28,175

D

Class A
Common
Stock,
\$0.01 par
value

01/12/2005

M

16,000

A

\$ 14.5

44,175

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

11,277

D

\$ 33

32,898

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

300

D

\$ 33.01

32,598

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

600

D

\$ 33.02

31,998

D

01/12/2005

S

13,400

D

\$ 33.03

18,598

D

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

1,300

D

\$ 33.04

17,298

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

1,200

D

\$ 33.05

16,098

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

100

D

\$ 33.06

15,998

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

2,400

D

\$ 33.1

13,598

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

500

D

\$ 33.11

13,098

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

300

D

\$ 33.13

12,798

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

300

D

\$ 33.14

12,498

D

Class A
Common
Stock,
\$0.001 par
value

01/12/2005

S

600

D

\$ 33.15

11,898

D

01/12/2005

S

200

D

\$ 33.16

11,698

D

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Class A
Common
Stock,
\$0.001 par
value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Options (right to buy) ⁽¹⁾	\$ 15.25	01/11/2005		M	3,963	⁽²⁾	04/28/2007	See Footnote ⁽⁶⁾		3,963
Options (right to buy) ⁽¹⁾	\$ 15.25	01/12/2005		M	4,477	⁽³⁾	04/28/2007	See Footnote ⁽⁶⁾		4,477
Options (right to buy) ⁽¹⁾	\$ 13.9375	01/12/2005		M	12,000	⁽⁴⁾	11/09/2010	See Footnote ⁽⁶⁾		12,000
Options (right to buy) ⁽¹⁾	\$ 14.5	01/12/2005		M	16,000	⁽⁵⁾	09/21/2011	See Footnote ⁽⁶⁾		16,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANKER ROSS C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747	Sr VP of Prod Mgmt & Info Sys

Signatures

/s/ Ross Anker

01/12/2005

__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 40,000 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 April 28, 1998, April 28, 1999, April 28, 2000, April 28, 2001 and April 28, 2002.

(3) An option to purchase 40,000 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 April 28, 1998, April 28, 1999, April 28, 2000, April 28, 2001 and April 28, 2002.

(4) An option to purchase 60,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under 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.

(5) An option to purchase 100,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, and September 21, 2004. The balance of such option becomes exercisable in one-fifth on each of September 21, 2005 and September 21, 2006.

(6) 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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