### Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

MSC INDUSTRIAL DIRECT CO INC Form 4 November 05, 2004

Class A

Stock Class A Common

Stock

Common

11/04/2004

OMB APPROVAL FORM 4 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 response... 0.5 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 **GERSHWIND MARJORIE** Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) C/O MSC INDUSTRIAL DIRECT 11/04/2004 CO., INC., 75 MAXESS ROAD (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 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 1.Title of 2. Transaction Date 2A. Deemed 3. 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) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported

(A)

or

D

Code V Amount (D)

(1)

S

6,522

Price

34.15

0

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

Transaction(s)

(Instr. 3 and 4)

190,680

Ι

D

See

(2)

footnote

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#### number.

# 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. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					(Instr. 3,						(Instr
					4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		
<b>D</b>											

# **Reporting Owners**

Reporting Owner Name / Address		Relationships								
	Director	10% Owner	Officer	Other						
GERSHWIND MARJORIE C/O MSC INDUSTRIAL DIRECT CO., 75 MAXESS ROAD MELVILLE, NY 11747	INC.	Х								
Signatures										
/s/ J. Robert Small, Attorney-in-Fact	11/05/2004									
**Signature of Reporting Person	Date									
Explanation of Bosponsos										

# **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) Includes 6,522 shares of Class A Common Stock sold by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of the 6,522 shares sold by the Gershwind Family Foundation.
- (2) The Gershwind Family Foundation no longer holds any shares of Class A Common Stock.

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.