MSC INDUSTRIAL DIRECT CO INC

Form 4

November 05, 2004

FORM 4		OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB Number:	3235-0287	
Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF		January 31, 2005	
subject to Section 16.	CECUDITIES	Estimated ave	-	
Form 4 or Form 5 obligations	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,	response	0.5	

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

may continue.

See Instruction

JACOBSON MITCHELL			Symbol MSC INDUSTRIAL DIRECT CO INC [MSM]					Issuer (Check all applicable)			
(Moi			3. Date o (Month/I 11/04/2	•	ransaction			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) MELVILLE, NY 11747					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)	Tab	le I - Non-D	Derivative S	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 3 (A) or	of (D) 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	11/04/2004			Code V S	Amount 17,700 (1)	(D)	Price \$ 34.15	0	I	See footnote (2)	
Class A Common Stock								169,669	D		

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

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5. Relationship of Reporting Person(s) to

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 3	Director	10% Owner	Officer	Other			
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X	Chairman and CEO				

Signatures

/s/ J. Robert Small, Attorney-in-Fact

**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) Includes 17,700 shares of Class A Common Stock sold by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the 17,700 shares sold by the Jacobson Family Foundation.
- (2) The Jacobson 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.

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