

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 19, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GERSHWIND MARJORIE

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)

11/17/2004

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O MSC INDUSTRIAL DIRECT
CO., INC., 75 MAXESS ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Class A Common Stock	11/17/2004		C	140,000 A \$ 0	330,680	D ⁽¹⁾	
Class A Common Stock	11/17/2004		G	140,000 D \$ 0	190,680	D	
Class A Common Stock	11/18/2004		S ⁽²⁾	21,050 D \$ 36.11	118,950	I ⁽³⁾	By foundation

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(4)	11/17/2004		C		140,000		(5)	(5)	Class A Common Stock	140,000
Class B Common Stock	(4)							(5)	(5)	Class A Common Stock	0
Class B Common Stock	(4)							(5)	(5)	Class A Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GERSHWIND MARJORIE
C/O MSC INDUSTRIAL DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE, NY 11747

X

Signatures

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

11/19/2004

**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) The shares of Class A Common Stock reported as being acquired by the Reporting Person on this report were acquired upon conversion of Class B Common Stock held by the Reporting Person.

(2)

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The shares were sold by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

(3) Includes 118,950 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

(4) The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis.

(5) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire.

Includes 446,950 shares of Class B Common Stock directly owned by the Reporting Person, which shares were received as a liquidating distribution from GF-MSD, L.L.C., of which the Reporting Person was the sole voting member. In prior reports, the Reporting Person reported indirect beneficial ownership of 1,243,950 shares of Class B Common Stock held by GF-MSD, L.L.C.

Includes 156,142 shares of Class B Common Stock as Settlor of the Marjorie Diane Gershwind 1998 Qualified Seven Year Annuity Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Marjorie Diane Gershwind 1998 Qualified Seven Year Annuity Trust.

Includes 946,246 shares of Class B Common Stock as Settlor of the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust.

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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