

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 23, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBSON MITCHELL

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)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

MSC INDUSTRIAL DIRECT CO.,
INC., 75 MAXESS ROAD

11/19/2004

Chairman and CEO

(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

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	11/19/2004		S <u>(1)</u>		11,700	D	\$ 36	67,250	I <u>(2)</u> By foundation
Class A Common Stock	11/19/2004		S <u>(1)</u>		1,200	D	\$ 36.01	66,050	I <u>(3)</u> By foundation
Class A Common Stock	11/19/2004		S <u>(1)</u>		50	D	\$ 36.02	66,000	I <u>(4)</u> By foundation
Class A	11/19/2004		S <u>(1)</u>		300	D	\$	65,700	I <u>(5)</u> By

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Common Stock					36.03			foundation
Class A Common Stock	11/19/2004	<u>S</u> (1)	150	D	\$ 36.04	65,550	I <u>(6)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	42,250	D	\$ 36	23,300	I <u>(7)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	550	D	\$ 36.01	22,750	I <u>(8)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	300	D	\$ 36.02	22,450	I <u>(9)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	500	D	\$ 36.06	21,950	I <u>(10)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	650	D	\$ 36.07	21,300	I <u>(11)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	800	D	\$ 36.1	20,500	I <u>(12)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	2,450	D	\$ 36.11	18,050	I <u>(13)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,000	D	\$ 36.12	17,050	I <u>(14)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	1,200	D	\$ 36.16	15,850	I <u>(15)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	100	D	\$ 36.18	15,750	I <u>(16)</u>	By foundation
Class A Common Stock	11/22/2004	<u>S</u> (1)	200	D	\$ 36.19	15,550	I <u>(17)</u>	By foundation
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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

11/23/2004

**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 were sold by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares sold by the Jacobson Family Foundation.
- (2) Includes 67,250 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (3) Includes 66,050 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (4) Includes 66,000 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.

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- (5) Includes 65,700 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (6) Includes 65,550 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (7) Includes 23,300 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (8) Includes 22,750 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (9) Includes 22,450 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (10) Includes 21,950 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (11) Includes 21,300 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (12) Includes 20,500 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (13) Includes 18,050 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (14) Includes 17,050 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (15) Includes 15,850 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (16) Includes 15,750 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.
- (17) Includes 15,550 shares of Class A Common Stock held by the Jacobson Family Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson Family Foundation.

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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