

SANDLER DAVID

Form 4

January 12, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDLER DAVID

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2005

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

(Street)
MELVILLE, NY 11747

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005		S		476	D	\$ 33.53 68,041 D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005		S		100	D	\$ 33.54 67,941 D
	01/10/2005		S		700	D	67,241 D

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Class A Common Stock, \$0.001 par value ⁽²⁾					\$			
					33.55			
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	600	D	\$ 33.56	66,641	D	
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	200	D	\$ 33.57	66,441	D	
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	100	D	\$ 33.58	66,341	D	
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	800	D	\$ 33.59	65,541	D	
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	2,900	D	\$ 33.6	62,641	D	
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	400	D	\$ 33.65	62,241	D	
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	100	D	\$ 33.66	62,141	D	
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	600	D	\$ 33.67	61,541	D	
	01/10/2005	S	4,600	D		56,941	D	

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Class A
Common
Stock,
\$0.001 par
value ⁽²⁾

\$
33.68

Class A
Common
Stock,
\$0.001 par
value ⁽²⁾

01/10/2005

S

1,400 D

\$
33.69

55,541

D

Class A
Common
Stock,
\$0.001 par
value ⁽²⁾

01/10/2005

S

100 D

\$ 33.7

55,441

D

Class A
Common
Stock,
\$.001 par
value

2,000

I

See
Footnote
⁽¹⁾

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SANDLER DAVID

C/O MSC INDUSTRIAL DIRECT CO INC

75 MAXESS RD

MELVILLE, NY 11747

X

President & COO

Signatures

/s/ Shelley M. Boxer,
Attorney-in-Fact

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) Held in trust for the benefit of the Reporting Person's children.

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

(2) Person is filing 2 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 2nd Form 4 of the 2 filings.

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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