

MSC INDUSTRIAL DIRECT CO INC

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOXER SHELLEY

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)

01/10/2005

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

Vice President of Finance

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

(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

MLEVILLE, 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.001 par value	01/10/2005		M	9,000 A	\$ 14.25 16,651	D	
Class A Common Stock, \$0.001 par value	01/10/2005		M	7,000 A	\$ 14.5 23,651	D	
	01/10/2005		M	4,000 A	27,651	D	

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Class A Common Stock, \$0.001 par value					\$ 13.9375		
Class A Common Stock, \$0.001 par value	01/10/2005	S	300	D	\$ 33.09	27,351	D
Class A Common Stock, \$0.001 par value	01/10/2005	S	4,300	D	\$ 33.1	23,051	D
Class A Common Stock, \$0.001 par value	01/10/2005	S	500	D	\$ 33.11	22,551	D
Class A Common Stock, \$0.001 par value	01/10/2005	S	400	D	\$ 33.12	22,151	D
Class A Common Stock, \$0.001 par value	01/10/2005	S	100	D	\$ 33.14	22,051	D
Class A Common Stock, \$0.001 par value	01/10/2005	S	200	D	\$ 33.15	21,851	D
Class A Common Stock, \$0.001 par value	01/10/2005	S	400	D	\$ 33.2	21,451	D
Class A Common Stock, \$0.001 par value	01/10/2005	S	100	D	\$ 33.23	21,351	D
	01/10/2005	S	200	D	\$ 33.24	21,151	D

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 400 D \$ 33.25 20,751 D

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 100 D \$ 33.32 20,651 D

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 100 D \$ 33.33 20,551 D

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 700 D \$ 33.34 19,851 D

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 2,400 D \$ 33.35 17,451 D

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 2,500 D \$ 33.36 14,951 D

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 600 D \$ 33.37 14,351 D

Class A
Common
Stock,
\$0.001 par
value

01/10/2005

S 6,600 D \$ 33.38 7,751 D

01/10/2005

S 100 D \$ 33.39 7,651 D

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Class A
Common
Stock,
\$0.001 par
value

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

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(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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽¹⁾	\$ 14.25	01/10/2005		M	9,000	⁽²⁾	10/14/2008	See Footnote ⁽⁵⁾	9,000
Options (right to buy) ⁽¹⁾	\$ 14.5	01/10/2005		M	7,000	⁽³⁾	09/21/2011	See Footnote ⁽⁵⁾	7,000
Options (right to buy) ⁽¹⁾	\$ 13.9375	01/10/2005		M	4,000	⁽⁴⁾	11/09/2010	See Footnote ⁽⁵⁾	4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOXER SHELLEY
C/O MSC INDUSTRIAL DIRECT CO INC
75 MAXESS RD
MLEVILLE, NY 11747

Vice President of Finance

Signatures

/s/ Shelley M.
Boxer

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) Options to Purchase Issuer's Class A common stock, \$.001 par value

An option to purchase 75,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(2) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 14, 1999, October 14, 2000, October 14, 2001, October 14, 2002 and October 14, 2003.

An option to purchase 20,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003

(3) and September 21, 2004. The balance of such option becomes exercisable in one-fifth on each of September 21, 2005 and September 21, 2006.

An option to purchase 20,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(4) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003 and November 9, 2004. The balance of such option becomes exercisable in one-fifth on November 9, 2005.

(5) Class A common stock, \$.001 par value

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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