

SANDLER DAVID
Form 4
October 27, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT AND CEO

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)
 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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock, \$ 0.001 par value | 10/26/2010 | | M | 66,638 | A | \$ 42.78 | 160,954 | D |
| Class A Common Stock, \$ 0.001 par value | 10/26/2010 | | S | 66,196 | D | \$ 58.258 | 94,758 | D |
| | 10/26/2010 | | S | 442 | D | | 94,316 | D |

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| | | | | |
|--|----------------------------|--------|---|-------------------------------|
| Class A Common Stock, \$ 0.001 par value | \$ 58.602 <u>(2)</u> | | | |
| Class A Common Stock, \$ 0.001 par value | | 1,000 | I | See Footnote <u>(3)</u> |
| Class A Common Stock, \$ 0.001 par value | | 22,348 | I | See Footnote <u>(4)</u> |

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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options (right to buy) <u>(5)</u> | \$ 42.78 | 10/26/2010 | | M | 66,638 | <u>(6)</u> | 10/16/2013 | Class A Common Stock, \$.001 par value | 66,638 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-------------------|-------|
| Director | 10% Owner | Officer | Other |
| X | | PRESIDENT AND CEO | |

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

Signatures

/s/ David Sandler, by Steve Armstrong as
attorney-in-fact

10/27/2010

__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) Represents the sale of 66,196 shares in 87 separate transactions, ranging from \$57.59 to \$58.57 per share, resulting in a weighted average sale price per share of \$58.258. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(2) Represents the sale of 442 shares in 4 separate transactions, ranging from \$58.59 to \$58.63 per share, resulting in a weighted average sale price per share of \$58.602. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(3) These shares are held in trust for the benefit of the Reporting Person's children.

(4) Represents shares held in a grantor retained annuity trust of which the Reporting Person's spouse is a trustee.

(5) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

(6) An option to purchase 130,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 32,500 shares of Common Stock became exercisable on each of October 16, 2007, October 16, 2008, October 16, 2009 and October 16, 2010.

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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