

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 04, 2005

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 *
 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)
 11/02/2005

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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)

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	11/02/2005		S	12,900	D	\$ 38.35	145,480 D
Class A Common Stock	11/02/2005		S	800	D	\$ 38.37	144,680 D
Class A Common Stock	11/02/2005		S	600	D	\$ 38.38	144,080 D
Class A Common Stock	11/02/2005		S	4,500	D	\$ 38.4	139,580 D

Common
Stock

Class A Common Stock	11/02/2005	S	800	D	\$ 38.42	138,780	D
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Class A Common Stock	11/02/2005	S	400	D	\$ 38.44	138,380	D
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Class A Common Stock	11/02/2005	C	250,000	<u>A</u> (1)	\$ 0	388,380	D
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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
Class B Common Stock	(2)	11/02/2005		C	250,000	(3) (3)	Class A Common Stock	250,000
Class B Common Stock	(2)					(3) (3)	Class A Common Stock	946,246

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

11/04/2005

__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) 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) The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis.
- (3) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire.
Includes 156,142 shares of Class B Common Stock previously reported by the Reporting Person as Settlor of the Marjorie Diane Gershwind 1998 Qualified Seven Year Annuity Trust. Since the date of the Reporting Person's last report, such shares have been distributed and are now owned directly by the Reporting Person.
- (4) Includes 946,246 shares of Class B Common Stock at Settlor of the Marjorie Diane Gershwind 1998 Qualified Fifteen Year Annuity Interest Trust.
- (5) Interest Trust. The Reporting Person disclaims beneficial ownership of the shares held by the the Marjorie Diane Gershwind 1998 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.