#### MSC INDUSTRIAL DIRECT CO INC

Form 4 April 30, 2008

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5 response...

Estimated average

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person COX THOMAS	Symbol	5. Relationship of Reporting Person(s) to Issuer			
	MSC INDUSTRIAL DIRECT CO INC [MSM]	(Check all applicable)			
(Last) (First) (Middl	3. Date of Earliest Transaction     (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			
C/O MSC INDUSTRIAL DIREC	CT 04/28/2008	below) below)			
CO., INC., 75 MAXESS ROAD	0 1/20/2000	Executive VP, Sales			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MELVILLE, NY 11747		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1 T'd C 2 T d' D d 2 A	D	A) 5 A 6 7 No. 4			

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) sactiomr Disposed of (D) (Instr. 3, 4 and 5) r. 8)		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)	
Class A Common Stock, \$0.001 par value	04/28/2008		M			Price \$ 13.9375	28,800	D	
Class A Common Stock, \$0.001 par value	04/28/2008		S	538	D	\$ 49.46	28,262	D	
	04/28/2008		S	400	D	\$ 49.43	27,862	D	

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Class A Common Stock, \$0.001 par value							
Class A Common Stock, \$0.001 par value	04/28/2008	S	100	D	\$ 49.39	27,762	D
Class A Common Stock, \$0.001 par value	04/28/2008	S	300	D	\$ 49.38	27,462	D
Class A Common Stock, \$0.001 par value	04/28/2008	S	200	D	\$ 49.37	27,262	D
Class A Common Stock, \$0.001 par value	04/28/2008	S	1,100	D	\$ 49.36	26,162	D
Class A Common Stock, \$0.001 par value	04/28/2008	S	300	D	\$ 49.35	25,862	D
Class A Common Stock, \$0.001 par value	04/28/2008	S	100	D	\$ 49.34	25,762	D
Class A Common Stock, \$0.001 par value	04/29/2008	S	2,275	D	\$ 49.13	23,487	D
Class A Common Stock, \$0.001 par value	04/29/2008	G	700	D	\$ 0	22,787	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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SEC 1474 (9-02)

8. F Der Sec (Ins

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number 6. Date Exercisable		cisable and	7. Title and Amount			
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date		of Underlying		
Security	or Exercise		any	Code	Securities	(Month/Day	(Month/Day/Year) Se		Securities	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr. 3 and 4)		
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
						Date	Expiration	Title	Amount or Number	
						Exercisable Date		of		
				Code V	(A) (D)				Shares	
Options								See		
(right to buy) $\frac{(1)}{}$	\$ 13.9375	04/28/2008		M	3,038	(2)	11/09/2010	Footnote (3)	3,038	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive VP, Sales

### **Signatures**

November 9, 2005.

/s/ Thomas Cox 04/30/2008

\*\*Signature of Date
Reporting Person

# **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, \$0.001 par value per share ("Common Stock").
- An option to purchase 50,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 1998 Stock (2) Option Plan. One-fifth became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003, November 9, 2004 and
- (3) Class A Common Stock, \$0.001 par value per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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