

MSC INDUSTRIAL DIRECT CO INC

Form 4

July 22, 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 *
SCHROEDER JAMES A

(Last) (First) (Middle)

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

(Street)

MLEVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**MSC INDUSTRIAL DIRECT CO
INC [MSM]**

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

07/20/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior VP of Logistics

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Class A Common Stock, \$0.001 par value	07/20/2005		M	8,000 A	\$ 20.875 28,472	D	
Class A Common Stock, \$0.001 par value	07/20/2005		M	10,000 A	\$ 20.5315 38,472	D	
	07/20/2005		M	12,000 A	\$ 7.75 50,472	D	

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

M

7,676

A

\$
13.9375

58,148

D

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

S

4,000

D

\$ 35.9

54,148

D

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

S

15,000

D

\$ 36

39,148

D

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

S

2,000

D

\$ 36.01

37,148

D

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

S

6,000

D

\$ 36.02

31,148

D

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

S

4,676

D

\$ 36.05

26,472

D

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

S

4,000

D

\$ 36.15

22,472

D

Class A
Common
Stock,
\$0.001 par
value

07/20/2005

S

2,000

D

\$ 36.26

20,472

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
Options (right to buy) ⁽¹⁾	\$ 20.875	07/20/2005		M	8,000	⁽²⁾ 10/30/2007	See Footnote ⁽⁶⁾	8,000
Options (right to buy) ⁽¹⁾	\$ 20.5315	07/20/2005		M	10,000	⁽³⁾ 01/09/2008	See Footnote ⁽⁶⁾	10,000
Options (right to buy) ⁽¹⁾	\$ 7.75	07/20/2005		M	12,000	⁽⁴⁾ 10/19/2009	See Footnote ⁽⁶⁾	12,000
Options (right to buy) ⁽¹⁾	\$ 13.9375	07/20/2005		M	7,676	⁽⁵⁾ 11/09/2010	See Footnote ⁽⁶⁾	7,676

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROEDER JAMES A C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747			Senior VP of Logistics	

Signatures

/s/ Greg Clark, as attorney-in-fact 07/22/2005

 **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) Option to purchase Issuer's Class A common stock, \$.001 par value

An option to purchase 150,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(2) the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of October 30, 1998, October 30, 1999, October 30, 2000, October 30, 2001 and October 30, 2002.

An option to purchase 10,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(3) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of January 9, 1999, January 9, 2000, January 9, 2001, January 9, 2002 and January 9, 2003.

An option to purchase 50,000 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 October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.

An option to purchase 40,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(5) 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 options becomes exercisable on November 9, 2005.

(6) 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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