

MSC INDUSTRIAL DIRECT CO INC

Form 4

July 11, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOEHLKE CHARLES A JR

(Last) (First) (Middle)

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

(Street)

MELVILLE, 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)

07/09/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Exec VP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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	07/09/2007		M	13,104	A \$ 14.5	65,322	D
Class A Common Stock, \$0.001 par value	07/09/2007		S	400	D \$ 57.55	64,922	D
	07/09/2007		S	100	D	64,822	D

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Class A Common Stock, \$0.001 par value					\$ 57.53		
Class A Common Stock, \$0.001 par value	07/09/2007	S	100	D	\$ 57.51	64,722	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	400	D	\$ 57.5	64,322	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.49	64,122	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	499	D	\$ 57.48	63,623	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 57.47	63,023	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.46	62,823	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	300	D	\$ 57.45	62,523	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	700	D	\$ 57.44	61,823	D
	07/09/2007	S	400	D		61,423	D

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Class A Common Stock, \$0.001 par value					\$ 57.43		
Class A Common Stock, \$0.001 par value	07/09/2007	S	502	D	\$ 57.41	60,921	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	98	D	\$ 57.4	60,823	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.39	60,623	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	201	D	\$ 57.38	60,422	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,500	D	\$ 57.37	58,922	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.36	58,422	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	300	D	\$ 57.35	58,122	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 57.34	57,522	D
	07/09/2007	S	300	D		57,222	D

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Class A Common Stock, \$0.001 par value					\$ 57.33		
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,304	D	\$ 57.32	55,918	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	800	D	\$ 57.31	55,118	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.3	54,618	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	2,200	D	\$ 57.28	52,418	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.27	52,218	D

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

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SEC 1474
(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. D S (I
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽¹⁾	\$ 14.5	07/09/2007	M			13,104	⁽²⁾	09/21/2011	See Footnote ⁽³⁾	13,104

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOEHLKE CHARLES A JR C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS ROAD MELVILLE, NY 11747	X		Exec VP & CFO	

Signatures

/s/ Charles

Boehlke

07/11/2007

^{**}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, \$0.001 par value per share (?Common Stock?).

An option to purchase 100,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock

(2) Option Plan. One-fifth became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 and September 21, 2006.

(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.

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