

Bonomo Charles  
 Form 4  
 November 14, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Bonomo Charles

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)  
 11/11/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior VP and CIO

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 US 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock, \$0.001 par value	11/11/2011		M		2,500 A \$ 48.21	14,502	D
Class A Common Stock, \$0.001 par value	11/11/2011		M		725 A \$ 38.07	15,227	D
	11/11/2011		M		3,075 A	18,302	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

\$  
44.17

Class A  
Common  
Stock, 11/11/2011 S 6,300 D \$ 69.5 12,002 D  
\$0.001 par  
value

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) <sup>(1)</sup>	\$ 48.21	11/11/2011		M	2,500	<sup>(2)</sup> 10/17/2014	Class A Common Stock, \$0.001 par value	2,500
Options (right to buy) <sup>(1)</sup>	\$ 38.07	11/11/2011		M	725	<sup>(3)</sup> 10/15/2015	Class A Common Stock, \$0.001 par value	725
Options (right to buy) <sup>(1)</sup>	\$ 44.17	11/11/2011		M	3,075	<sup>(4)</sup> 10/12/2016	Class A Common Stock, \$0.001 par value	3,075

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bonomo Charles C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			Senior VP and CIO	

# Signatures

/s/ Charles  
Bonomo

11/14/2011

\*\*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 options to purchase the Issuer's Class A Common Stock, \$0.001 par value (the "Common Stock").  
An option to purchase 10,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 2,500 shares of Common Stock became exercisable on each of October 18, 2008, October 18, 2009, October 18, 2010 and October 18, 2011.
- (3) An option to purchase 10,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 2,500 shares of Common Stock became exercisable on each of October 16, 2009, October 16, 2010 and October 16, 2011, and an additional 2,500 shares of Common Stock will become exercisable on October 16, 2012.
- (4) An option to purchase 12,303 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 3,075 shares of Common Stock became exercisable on October 13, 2010, 3,076 shares of Common Stock became exercisable on October 13, 2011, and 3,076 shares of Common Stock will become exercisable on each of October 13, 2012 and October 13, 2013.

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.