

SANDLER DAVID
Form 4
April 06, 2012

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 *
SANDLER DAVID

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)
04/05/2012

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

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	04/05/2012		M	35,490 A	\$ 44.17	297,637	D
Class A Common Stock, \$0.001 par value	04/05/2012		S	43,485 D	\$ 81.8544	254,152	D
	04/05/2012		S	15,432 D		238,720	D

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Class A Common Stock, \$0.001 par value					\$ 82.4301 <u>(2)</u>			
Class A Common Stock, \$0.001 par value	04/05/2012	S	10,900	D	\$ 81.8543 <u>(3)</u>	3,872	I	See footnote <u>(4)</u>
Class A Common Stock, \$0.001 par value	04/05/2012	S	3,872	D	\$ 82.43 <u>(5)</u>	0	I	See footnote <u>(4)</u>

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options (right to buy) <u>(6)</u>	\$ 44.17	04/05/2012		M	35,490	<u>(7)</u>	10/12/2016	Class A Common Stock, \$0.001 par value	35,490

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		CEO	

SANDLER DAVID
C/O MSC INDUSTRIAL DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE, NY US 11747

Signatures

/s/ David
Sandler

04/06/2012

**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 the sale of 43,485 shares in 95 separate transactions, ranging from \$81.20 to \$82.19 per share, resulting in a weighted average sale price per share of \$81.8544. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(2) Represents the sale of 15,432 shares in 45 separate transactions, ranging from \$82.21 to \$82.68 per share, resulting in a weighted average sale price per share of \$82.4301. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(3) Represents the sale of 10,900 shares in 95 separate transactions, ranging from \$81.20 to \$82.19 per share, resulting in a weighted average sale price per share of \$81.8543. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(4) Represents the sale of shares held by a grantor retained annuity trust ("GRAT") of which the Reporting Person's spouse is a trustee. The Reporting Person disclaims beneficial ownership of any shares held by such GRAT, except to the extent of his pecuniary interest therein.

(5) Represents the sale of 3,872 shares in 45 separate transactions, ranging from \$82.21 to \$82.68 per share, resulting in a weighted average sale price per share of \$82.4300. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(6) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value (the "Common Stock").

(7) An option to purchase 141,960 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 35,490 shares of Common Stock became exercisable on each of October 13, 2010 and October 13, 2011, and an additional 35,490 shares 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.

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