

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 July 19, 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 *
JACOBSON MITCHELL

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)
07/18/2012

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

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 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)			
			Code	V	Amount or Price (A) or (D)					
Class A Common Stock	07/18/2012		S		97,500	D	\$ 67.36 (1)	28,960	I	By Trust (4)
Class A Common Stock	07/18/2012		S		3,155	D	\$ 68 (2)	25,805	I	By Trust (4)
Class A Common Stock	07/19/2012		S		25,805	D	\$ 67.81 (3)	0	I	By Trust (4)
Class A								29,862	I	By Trust

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(1) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$67.000 to \$67.995. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$68.000 to \$68.015. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$67.380 to \$68.235. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of grantor retained annuity trusts. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

(5) Such shares are owned by trusts for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

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.