

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 04, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 SCHROEDER JAMES A

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)

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

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

11/02/2004

SR VP OF LOGISTICS

(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

MLEVILLE, 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004		S	1,094 D \$ 33.52	44,122	D	
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004		S	168 D \$ 33.53	43,954	D	
	11/02/2004		S	632 D	43,322	D	

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Class A Common Stock, \$0.001 par value ⁽¹⁾					\$			
					33.55			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	294	D	\$	43,028		D
					33.56			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	44	D	\$	42,984		D
					33.57			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	883	D	\$	42,101		D
					33.58			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	84	D	\$	42,017		D
					33.59			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	5,174	D	\$	36,843		D
					33.6			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	5,089	D	\$	31,754		D
					33.62			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	1,321	D	\$	30,433		D
					33.63			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	967	D	\$	29,466		D
					33.64			
	11/02/2004	S	2,104	D		27,362		D

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Class A Common Stock, \$0.001 par value ⁽¹⁾					\$			
					33.65			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	336	D	\$	27,026		D
					33.66			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	925	D	\$	26,101		D
					33.67			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	168	D	\$	25,933		D
					33.68			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	42	D	\$	25,891		D
					33.73			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	379	D	\$	25,512		D
					33.75			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	42	D	\$	25,470		D
					33.86			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	126	D	\$	25,344		D
					33.9			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	84	D	\$	25,260		D
					33.92			
	11/02/2004	S	126	D		25,134		D

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Class A Common Stock, \$0.001 par value ⁽¹⁾					\$			
					33.94			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	84	D	\$	25,050		D
					33.96			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	126	D	\$	24,924		D
					33.97			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	799	D	\$	24,125		D
					34			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	883	D	\$	23,242		D
					34.01			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	715	D	\$	22,527		D
					34.02			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	421	D	\$	22,106		D
					34.03			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	1,052	D	\$	21,054		D
					34.04			
Class A Common Stock, \$0.001 par value ⁽¹⁾	11/02/2004	S	1,767	D	\$	19,287		D
					34.05			
	11/02/2004	S	126	D		19,161		D

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Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

- (1) Person is filing 3 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 2nd Form 4 of the 3 filings.

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.