

SANDLER DAVID  
Form 4  
January 12, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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)  
C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/10/2005

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

MELVILLE, NY 11747

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

(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 <sup>(2)</sup>	01/10/2005		S		476 D \$ 33.53	68,041	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005		S		100 D \$ 33.54	67,941	D
	01/10/2005		S		700 D	67,241	D

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Class A Common Stock, \$0.001 par value <sup>(2)</sup>					\$			
					33.55			
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	600	D	\$	33.56	66,641	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	200	D	\$	33.57	66,441	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	100	D	\$	33.58	66,341	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	800	D	\$	33.59	65,541	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	2,900	D	\$	33.6	62,641	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	400	D	\$	33.65	62,241	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	100	D	\$	33.66	62,141	D
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	600	D	\$	33.67	61,541	D
	01/10/2005	S	4,600	D			56,941	D

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Class A Common Stock, \$0.001 par value <sup>(2)</sup>					\$				
					33.68				
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	1,400	D	\$	55,541	D		
					33.69				
Class A Common Stock, \$0.001 par value <sup>(2)</sup>	01/10/2005	S	100	D	\$	55,441	D		
					33.7				
Class A Common Stock, \$.001 par value						2,000	I		See Footnote <u>(1)</u>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Amount or Number of Shares	
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

SANDLER DAVID C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MELVILLE, NY 11747	X	President & COO
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## Signatures

/s/ Shelley M. Boxer, Attorney-in-Fact	01/12/2005
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**Signature of Reporting Person	Date
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## 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) Held in trust for the benefit of the Reporting Person's children.

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

(2) Person is filing 2 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 2 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.