

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 August 02, 2005

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 *
 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)
 07/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP of Logistics

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	07/29/2005		M	24,104	A \$ 14.5	44,576	D
Class A Common Stock, \$0.001 par value	07/29/2005		S	2,000	D \$ 38.65	42,576	D
	07/29/2005		S	900	D	41,676	D

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Class A Common Stock, \$0.001 par value					\$ 38.67		
Class A Common Stock, \$0.001 par value	07/29/2005	S	100	D	\$ 38.69	41,576	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	300	D	\$ 38.7	41,276	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	600	D	\$ 38.73	40,676	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	100	D	\$ 38.74	40,576	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	900	D	\$ 38.77	39,676	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	900	D	\$ 38.81	38,776	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	1,300	D	\$ 38.83	37,476	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	1,500	D	\$ 38.84	35,976	D
	07/29/2005	S	100	D		35,876	D

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Class A Common Stock, \$0.001 par value					\$ 38.85		
Class A Common Stock, \$0.001 par value	07/29/2005	S	2,504	D	\$ 38.86	33,372	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	1,300	D	\$ 38.87	32,072	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	200	D	\$ 38.88	31,872	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	300	D	\$ 38.89	31,572	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	700	D	\$ 38.91	30,872	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	400	D	\$ 38.92	30,472	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	200	D	\$ 39.02	30,272	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	900	D	\$ 39.03	29,372	D
	07/29/2005	S	800	D		28,572	D

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Class A Common Stock, \$0.001 par value					\$ 39.04		
Class A Common Stock, \$0.001 par value	07/29/2005	S	3,400	D	\$ 39.05	25,172	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	700	D	\$ 39.06	24,472	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	1,100	D	\$ 39.11	23,372	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	600	D	\$ 39.12	22,772	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	600	D	\$ 39.13	22,172	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	800	D	\$ 39.14	21,372	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	500	D	\$ 39.15	20,872	D
Class A Common Stock, \$0.001 par value	07/29/2005	S	400	D	\$ 39.16	20,472	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Includes entry for Options (right to buy) with price \$14.5, date 07/29/2005, and expiration 09/21/2011.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Entry for SCHROEDER JAMES A, C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD, MLEVILLE, NY 11747, Senior VP of Logistics.

Signatures

/s/ Charles A. Boehlke Jr., Attorney in Fact, 08/02/2005. **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) Option to purchase Issuer's Class A common stock, \$.001 par value.
(2) An option to purchase 50,000 shares of the Issuer's common stock, par value \$.001 per share was issued to the Reporting person under the Issuer's 2001 Stock Option Plan. Such option became exercisable on March 1, 2002.
(3) Class A Common Stock, \$.001 par value.

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