

MSC INDUSTRIAL DIRECT CO INC  
Form 4  
July 11, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)

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

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

07/09/2007

President & CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

MELVILLE, NY 11747

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)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value per share.	07/09/2007		S	2,400	D \$ 57.35	104,195	D
Class A Common Stock, \$0.001 par value	07/09/2007		S	1,100	D \$ 57.33	103,095	D

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Class A Common Stock, \$0.001 par value	07/09/2007	S	2,002	D	\$ 57.3	101,093	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	3,800	D	\$ 57.27	97,293	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	700	D	\$ 57.24	96,593	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,700	D	\$ 57.22	94,893	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	700	D	\$ 57.21	94,193	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.16	93,993	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,700	D	\$ 57.15	92,293	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,800	D	\$ 57.11	90,493	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	100	D	\$ 57.08	90,393	D
	07/09/2007	S	250	D		90,143	D

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Class A Common Stock, \$0.001 par value						\$			
						57.07			
Class A Common Stock, \$0.001 par value	07/09/2007		S	4,100	D	\$ 57.1	86,043		D
Class A Common Stock, \$0.001 par value	07/09/2007		S	200	D	\$ 57.12	85,843		D
Class A Common Stock, \$0.001 par value	07/09/2007		S	200	D	\$ 57.17	85,643		D
Class A Common Stock, \$0.001 par value	07/09/2007		S	1,600	D	\$ 57.13	84,043		D

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

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SEC 1474  
(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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDLER DAVID C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS ROAD MELVILLE, NY 11747	X		President & CEO	

## Signatures

/s/ Charles Boehlke, Attorney  
In Fact 07/11/2007

\_\_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).

### Remarks:

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

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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