

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) |
| Class A Common Stock, \$0.001 par value | 01/10/2005 | | M | | 9,600 | A | \$ 15.25 | 65,041 | D | |
| Class A Common Stock, \$0.001 par value | 01/10/2005 | | M | | 25,000 | A | \$ 13.9375 | 90,041 | D | |
| | 01/10/2005 | | M | | 16,376 | A | \$ 14.5 | 106,417 | D | |

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 400 D \$ 33.09 106,017 D

01/10/2005 S 3,900 D \$ 33.1 102,117 D

01/10/2005 S 500 D \$ 33.11 101,617 D

01/10/2005 S 500 D \$ 33.12 101,117 D

01/10/2005 S 100 D \$ 33.14 101,017 D

01/10/2005 S 200 D \$ 33.15 100,817 D

01/10/2005 S 400 D \$ 33.2 100,417 D

01/10/2005 S 200 D \$ 33.23 100,217 D

01/10/2005 S 200 D \$ 33.24 100,017 D

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Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 500 D \$ 33.25 99,517 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 100 D \$ 33.32 99,417 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 100 D \$ 33.33 99,317 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 700 D \$ 33.34 98,617 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 2,500 D \$ 33.35 96,117 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 2,600 D \$ 33.36 93,517 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 700 D \$ 33.37 92,817 D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005 S 6,300 D \$ 33.38 86,517 D

01/10/2005 S 100 D \$ 33.39 86,417 D

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Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

1,500

D

\$ 33.44

84,917

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

1,300

D

\$ 33.45

83,617

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

600

D

\$ 33.46

83,017

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

400

D

\$ 33.47

82,617

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

1,400

D

\$ 33.48

81,217

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

500

D

\$ 33.49

80,717

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

6,600

D

\$ 33.5

74,117

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

01/10/2005

S

4,500

D

\$ 33.51

69,617

D

01/10/2005

S

1,100

D

\$ 33.52

68,517

D

Class A
Common
Stock,
\$0.001 par
value ⁽⁶⁾

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.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) ⁽¹⁾ | \$ 15.25 | 01/10/2005 | | M | 9,600 | ⁽²⁾ 04/28/2007 | See Footnote ⁽⁵⁾ | 9,600 |
| Options (right to buy) ⁽¹⁾ | \$ 13.9375 | 01/10/2005 | | M | 25,000 | ⁽³⁾ 11/09/2010 | See Footnote ⁽⁵⁾ | 25,000 |
| Options (right to buy) ⁽¹⁾ | \$ 14.5 | 01/10/2005 | | M | 16,376 | ⁽⁴⁾ 09/21/2011 | See Footnote ⁽⁵⁾ | 16,376 |

Reporting Owners

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

Signatures

/s/ Shelley M. Boxer,
Attorney-in-Fact

01/12/2005

__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) Options to purchase Issuer's Class A common stock, \$.001 par value

An option to purchase 9,600 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the

(2) Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of April 28, 1998, April 28, 1999, April 28, 2000, April 28, 2001 and April 28, 2002.

An option to purchase 125,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003 and November 9, 2004. The balance of such option becomes exercisable in one-fifth on November 9, 2005.

(3) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003 and November 9, 2004. The balance of such option becomes exercisable in one-fifth on November 9, 2005.

(4) An option to purchase 175,000 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. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003 and September 21, 2004. The balance of such option becomes exercisable in one-fifth on each of September 21, 2005 and September 21, 2006.

(5) Class A Common Stock, \$.001 par value

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

(6) 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 1ST 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.

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