

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 19, 2004

FORM 4

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

OMB APPROVAL

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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 *
GERSHWIND MARJORIE

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)
11/17/2004

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

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

(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

MELVILLE, 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock	11/17/2004		C	V	140,000	A	\$ 0 330,680	D ⁽¹⁾
Class A Common Stock	11/17/2004		G		140,000	D	\$ 0 190,680	D
Class A Common Stock	11/18/2004		S ⁽²⁾		21,050	D	\$ 36.11 118,950	I ⁽³⁾ By foundation

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

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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 Derivatives 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
Class B Common Stock	(4)	11/17/2004		C	140,000	(5) (5)	Class A Common Stock	140,000
Class B Common Stock	(4)					(5) (5)	Class A Common Stock	0
Class B Common Stock	(4)					(5) (5)	Class A Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHWIND MARJORIE C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747		X		

Signatures

/s/ J. Robert Small, 11/19/2004
Attorney-in-Fact

**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) The shares of Class A Common Stock reported as being acquired by the Reporting Person on this report were acquired upon conversion of Class B Common Stock held by the Reporting Person.
- (2)

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The shares were sold by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

(3) Includes 118,950 shares of Class A Common Stock held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

(4) The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis.

(5) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire.

(6) Includes 446,950 shares of Class B Common Stock directly owned by the Reporting Person, which shares were received as a liquidating distribution from GF-MSC, L.L.C., of which the Reporting Person was the sole voting member. In prior reports, the Reporting Person reported indirect beneficial ownership of 1,243,950 shares of Class B Common Stock held by GF-MSC, L.L.C.

(7) Includes 156,142 shares of Class B Common Stock as Settlor of the Marjorie Diane Gershwind 1998 Qualified Seven Year Annuity Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Marjorie Diane Gershwind 1998 Qualified Seven Year Annuity Trust.

(8) Includes 946,246 shares of Class B Common Stock as Settlor of the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust.

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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