

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  
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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 ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 07/09/2007

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

(Street)  
 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

**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	07/09/2007		M	35,000	A \$ 14.5	112,147	D
Class A Common Stock, \$0.001 par value	07/09/2007		M	22,000	A \$ 23.41	134,147	D
	07/09/2007		S	302	D	133,845	D

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Class A Common Stock, \$0.001 par value					\$ 57.04		
Class A Common Stock, \$0.001 par value	07/09/2007	S	100	D	\$ 56.97	133,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 56.96	133,545	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	300	D	\$ 56.91	133,245	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 56.9	132,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 56.92	132,145	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	399	D	\$ 57.03	131,746	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,001	D	\$ 57.01	130,745	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,348	D	\$ 57.02	129,397	D
	07/09/2007	S	600	D		128,797	D

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Class A Common Stock, \$0.001 par value					\$ 57.05		
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.48	128,297	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.49	128,097	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	700	D	\$ 57.46	127,397	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,200	D	\$ 57.47	126,197	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	600	D	\$ 57.43	125,597	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,804	D	\$ 57.38	123,793	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	7,900	D	\$ 57.4	115,893	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	900	D	\$ 57.39	114,993	D
	07/09/2007	S	1,500	D		113,493	D

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Class A Common Stock, \$0.001 par value					\$ 57.37		
Class A Common Stock, \$0.001 par value per share.	07/09/2007	S	800	D	\$ 57.36	112,693	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	2,400	D	\$ 57.25	110,293	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	200	D	\$ 57.28	110,093	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	1,000	D	\$ 57.23	109,093	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	500	D	\$ 57.26	108,593	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	298	D	\$ 57.29	108,295	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	400	D	\$ 57.31	107,895	D
Class A Common Stock, \$0.001 par value	07/09/2007	S	900	D	\$ 57.34	106,995	D

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Class A  
Common  
Stock, 07/09/2007 S 400 D \$ 57.32 106,595 D  
\$0.001 par  
value

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 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) <sup>(1)</sup>	\$ 14.5	07/09/2007		M	35,000	<sup>(2)</sup> 09/21/2011	See Footnote <sup>(4)</sup>	35,000
Options (right to buy) <sup>(1)</sup>	\$ 23.41	07/09/2007		M	22,000	<sup>(3)</sup> 10/19/2013	See Footnote <sup>(4)</sup>	22,000

## 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).
- (1) Options to purchase Issuer's Class A Common Stock, \$0.001 par value per share (?Common Stock?).  
An option to purchase 175,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock
- (2) Option Plan. One-fifth became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 and September 21, 2006.  
An option to purchase 70,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock
- (3) Option Plan. One-fifth became exercisable on each of October 20, 2004, October 20, 2005 and October 20, 2006. The balance of such option becomes exercisable in one-fifth on each of October 20, 2007 and October 20, 2008.
- (4) Class A Common Stock, \$0.001 par value per share.

### Remarks:

#### Exhibit List

Exhibit 24 ? Power of Attorney

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

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