

MSC INDUSTRIAL DIRECT CO INC

Form 4

July 18, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRADIN ROGER

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)

**MSC INDUSTRIAL DIRECT CO
INC, 75 MAXESS RD**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/14/2005

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.001 par value	07/14/2005		M	5,000	A \$ 21.313	47,000	D
Class A Common Stock, \$0.001 par value	07/14/2005		M	5,000	A \$ 11.938	52,000	D
	07/14/2005		M	5,000	A \$ 18	57,000	D

Class A
Common
Stock,
\$0.001 par
value

Class A
Common

Stock, 07/14/2005 S 15,000 D \$ 35 42,000 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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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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽¹⁾	\$ 21.313	07/14/2005		M	5,000	⁽²⁾	01/08/2009	See Footnote ⁽⁵⁾	5,000
Options (right to buy) ⁽¹⁾	\$ 11.938	07/14/2005		M	5,000	⁽³⁾	01/07/2010	See Footnote ⁽⁵⁾	5,000
Options (right to buy) ⁽¹⁾	\$ 18	07/14/2005		M	5,000	⁽⁴⁾	01/05/2011	See Footnote ⁽⁵⁾	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRADIN ROGER
MSC INDUSTRIAL DIRECT CO INC
75 MAXESS RD
MELVILLE, NY 11747

X

Signatures

/s/ Roger Fradin 07/15/2005

 Signature of Date
Reporting Person

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.
- (2) An option to purchase 5,000 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-half of such option became exercisable on each of January 8, 2000 and January 8, 2001.
- (3) An option to purchase 5,000 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-half of such option became exercisable on each of January 7, 2001 and January 7, 2002.
- (4) An option to purchase 5,000 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 January 5, 2002 and January 5, 2003.
- (5) Class A Common Stock, \$.001 par value.

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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