McGuire Eileen Form 4 October 14, 2009

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires:

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OMB APPROVAL

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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * McGuire Eileen

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MSC INDUSTRIAL DIRECT CO INC [MSM]

(Check all applicable)

Senior VP, Human Resources

(Last) (First) (Middle)

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

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

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

(State)

(Street)

(Zip)

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

10/13/2009

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Darivotive Securities Acquired Disposed of ar Ranaficially Ox

MELVILLE, NY 11747

(City)

•		Table	I - Moll-De	erivative Securities Ac	quii eu, Disposeu o	i, or belieficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
G1 4			Code V	Amount (D) Price			
Class A							

Common

Stock, \$ 10/13/2009

3,192 D Α \$0 17,701

0.001 par value

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

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) (2)	\$ 44.17	10/13/2009		A	18,928	<u>(3)</u>	10/13/2016	Class A Common Stock, \$.001 par value	18,928

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McGuire Eileen C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747

Senior VP, Human Resources

Signatures

/s/ Eileen 10/14/2009 McGuire 10/14/2009

**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).
 - These shares were granted under the Issuer's 2005 Omnibus Equity Plan, and are subject to restrictions on transfer that terminate as
- (1) follows: one-half of such shares may be sold on or after October 13, 2012, an additional one-quarter may be sold on or after October 13, 2013 and an additional one-quarter may be sold on or after October 13, 2014.
- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
- An option to purchase 18,928 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus (3) Equity Plan. 4,732 shares of Common Stock become exercisable on each of October 13, 2010, October 13, 2011, October 13, 2012 and October 13, 2013

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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