COX THOMAS Form 4 April 13, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COX THOMAS			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)						tle Other		
C/O MSC INDUSTRIAL DIRECT			04/09/2010			EXECUTIVE VP, SALES					
CO., INC.,	, 75 MAXESS R	ROAD					•	LALCOI	11 11, 57 11	LO	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				Applicable Line)				
						X Form filed by One Reporting Person					
MELVILL	E, NY 11747						Form f Person	iled by Moi	re than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Sec	curities Acq	uired, Disp	posed of, o	or Beneficial	ly Owne	
1.Title of	2. Transaction Da	ate 2A. Deem	ed	3.	4. Securities	Acquired (A) 5. Amo	unt of	6.	7. Natı	
Security	(Month/Day/Vea	r) Execution	Date if	Transactio	omr Disnosed	of (D)	Securiti	es	Ownership	Indirec	

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	ities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	(A) or		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)
Class A Common Stock, \$0.001 par value	04/09/2010		M	20,000	A	\$ 32.4	43,557	D	
Class A Common Stock, \$0.001 par value	04/09/2010		S	12,817	D	\$ 55.375 (1)	30,740	D	
	04/09/2010		S	7,183	D		23,557	D	

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Class A 56.394 Common (2) Stock, \$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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		88 II S ((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) (3)	\$ 32.4	04/09/2010		M	20,000	<u>(4)</u>	10/25/2011	Class A Common Stock, \$.001 par value	20,000	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Other Officer

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

EXECUTIVE VP, SALES

Signatures

/s/ Thomas J. 04/13/2010 Cox

**Signature of Date Reporting Person

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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).
- Represents the sale of 12,817 shares in 91 separate transactions, ranging from \$55.00 to \$55.94 per share, resulting in a weighted average (1) sale price per share of \$55.375. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
- Represents the sale of 7,183 shares in 77 separate transactions, ranging from \$56.00 to \$56.97 per share, resulting in a weighted average (2) sale price per share of \$56.394. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
- (3) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
 - An option to purchase 20,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock
- (4) Option Plan. One-fourth of such option became exercisable on each of October 26, 2005, October 26, 2006, October 26, 2007 and October 26, 2008.

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.