SANDLER DAVID

Form 4 April 13, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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0.5 response...

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obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to			
SANDLER DAVID	Symbol Symbol	Issuer			
	MSC INDUSTRIAL DIRECT CO INC [MSM]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify			
C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD	04/09/2010	below) below) PRESIDENT AND CEO			
(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			
MELVILLE, NY 11747		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owne			
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(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	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)	4. Securit onor Dispos (Instr. 3,	ed of (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	01/22/2010		G V	22,348 (1)	D	(2)	98,787	D	
Class A Common Stock, \$ 0.001 par value	04/09/2010		M	60,220	A	\$ 37.45	159,007	D	
	04/09/2010		S	53,202	D		105,805	D	

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Class A Common Stock, \$ 0.001 par value					\$ 55.597 (3)			
Class A Common Stock, \$ 0.001 par value	04/09/2010	S	7,018	D	\$ 56.511 <u>(4)</u>	98,787	D	
Class A Common Stock, \$ 0.001 par value	04/12/2010	M	780	A	\$ 37.45	99,567	D	
Class A Common Stock, \$ 0.001 par value	04/12/2010	S	780	D	\$ 55.23	98,787	D	
Class A Common Stock, \$ 0.001 par value						1,000	I	See Footnote (5)
Class A Common Stock, \$ 0.001 par value						22,348	I	See Footnote (6)

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. Number of orDerivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8 D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	· ·		(]
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			

and 5)

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			Code	V	′ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) (7)	\$ 37.45	04/09/2010	M			Ć	60,220	<u>(8)</u>	10/20/2012	Class A Common Stock, \$ 0.001 par value	60,220
Options (right to buy) (7)	\$ 37.45	04/12/2010	M				780	(8)	10/20/2012	Class A Common Stock, \$ 0.001 par value	780

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Funder, Frances	Director	10% Owner	Officer	Other			
SANDLER DAVID C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X		PRESIDENT AND CEO				

Signatures

/s/ David Sandler, by Shelley Boxer as attorney-in-fact 04/13/2010

**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) Represents shares transferred on January 22, 2010 to a grantor retained annuity trust ("GRAT"), of which the Reporting Person's spouse is a trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (2) Not applicable.
- Represents the sale of 53,202 shares in 71 separate transactions, ranging from \$55.40 to \$56.39 per share, resulting in a weighted average (3) sale price per share of \$55.597. 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 7,018 shares in 42 separate transactions, ranging from \$56.40 to \$56.97 per share, resulting in a weighted average (4) sale price per share of \$56.511. 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.
- (5) These shares are held in trust for the benefit of the Reporting Person's children.
- (6) Represents shares held in a GRAT of which the Reporting Person's spouse is a trustee.
- (7) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
- An option to purchase 61,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock (8) Option Plan. One-fourth of such option became exercisable on each of October 21, 2006, October 21, 2007, October 21, 2008 and October 21, 2009.

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