Jones Douglas E Form 4 November 19, 2010

0.001 par value

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Jones Douglas E Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) below) C/O MSC INDUSTRIAL DIRECT 11/18/2010 EVP, GLOBAL SUPPLY CHAIN OPS CO., INC., 75 MAXESS ROAD (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 Form filed by More than One Reporting MELVILLE, NY 11747 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Transactionr Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Price Code V Amount (D) Class A Common Stock, \$ 11/18/2010 M 1.325 Α \$ 42.78 27,999 D 0.001 par value Class A Common \$ Stock, \$ 11/18/2010 S 1,325 D 58.7817 26,674 D

(1)

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

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SEC 1474 (9-02)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	\$ 42.78	11/18/2010		M	1,325	(3)	10/15/2013	Class A Common Stock, \$.001 par value	1,325

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EVP, GLOBAL SUPPLY CHAIN OPS

Signatures

MELVILLE, NY 11747

/s/ Douglas E.

Jones 11/19/2010

**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).
- Represents the sale of 1,325 shares in 6 separate transactions, ranging from \$58.75 to \$58.89 per share, resulting in a weighted average (1) sale price per share of \$58.7817. 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.

Reporting Owners 2

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- (2) 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 2005 Omnibus (3) Equity Plan. 5,000 shares of Common Stock became exercisable on each of October 16, 2007, October 16, 2008, October 16, 2009 and October 16, 2010.

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.