COX THOMAS Form 4 April 19, 2011

FORM 4

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

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)			
	(First) NDUSTRIAL I 75 MAXESS R	3. Date of (Month/D) 04/18/20	•	ansaction			Director 10% OwnerX_ Officer (give title Other (specify below) EXECUTIVE VP, SALES				
MELVILLE	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock, \$ 0.001 par value	04/18/2011			M	100	A	\$ 48.21	22,296	D		
Class A Common Stock, \$ 0.001 par value	04/18/2011			S	100	D	\$ 70.5	22,196	D		

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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)

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 owf 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. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) (1)	\$ 48.21	04/18/2011		M	100	<u>(2)</u>	10/17/2014	Class A Common Stock, \$.001 par value	100	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

EXECUTIVE VP, SALES

Signatures

/s/ Thomas Cox 04/19/2011

**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) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
- (2) An option to purchase 40,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 10,000 shares of Common Stock became exercisable on each of October 18, 2008, October 18, 2009 and October 18, 2010,

Reporting Owners 2

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and an additional 10,000 shares will become exercisable on October 18, 2011.

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.