#### MSC INDUSTRIAL DIRECT CO INC

Form 4 May 03, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* JACOBSON MITCHELL

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

MSC INDUSTRIAL DIRECT CO

(Check all applicable)

INC [MSM]

04/29/2011

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

\_X\_\_ Director Officer (give title

\_X\_\_ 10% Owner \_\_ Other (specify

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

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MELVILLE, NY 11747

| (City)                               | (State)                                 | (Zip) <b>Tab</b> l  | le I - Non-I  | <b>Derivative</b> | Secur            | ities Acqu   | iired, Disposed of              | f, or Beneficial  | ly Owned |
|--------------------------------------|---|---|---|-------------------|------------------|--|---------------------------------|---|----------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |                   |                  | 5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) |                                 | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
| Class A                              |   |   | Code V  | Amount            | (A)<br>or<br>(D) | Price  | Transaction(s) (Instr. 3 and 4) |   |          |
| Common<br>Stock                      | 04/29/2011                              |   | S   | 7,000             | D                | 72.03<br>(1)   | 182,253                         | D   |          |
| Class A<br>Common<br>Stock           | 04/29/2011                              |   | S   | 500               | D                | \$<br>72.91<br>(2)   | 181,753                         | D   |          |
| Class A<br>Common<br>Stock           | 05/02/2011                              |   | S   | 12,410            | D                | \$<br>71.96<br>(3)   | 169,343                         | D   |          |
| Class A                              | 05/03/2011                              |   | S   | 6,175             | D                | \$   | 163,168                         | D   |          |

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| Common<br>Stock            |            |    |   |        |   | 71.02<br>(4)              |         |   |              |
|----------------------------|------------|----|---|--------|---|---------------------------|---------|---|--------------|
| Class A<br>Common<br>Stock | 05/03/2011 | \$ | S | 50     | D | \$<br>71.73               | 163,118 | D |              |
| Class A<br>Common<br>Stock | 05/03/2011 | 2  | S | 25     | D | \$<br>71.72               | 163,093 | D |              |
| Class A<br>Common<br>Stock | 04/29/2011 | 9  | S | 7,000  | D | \$<br>72.03<br>(5)        | 77,031  | I | By trust (6) |
| Class A<br>Common<br>Stock | 04/29/2011 | \$ | S | 500    | D | \$<br>72.91<br><u>(7)</u> | 76,531  | I | By trust (6) |
| Class A<br>Common<br>Stock | 05/02/2011 | \$ | S | 12,409 | D | \$<br>71.96<br>(8)        | 64,122  | I | By trust (6) |
| Class A<br>Common<br>Stock | 05/03/2011 | \$ | S | 6,175  | D | \$<br>71.02<br>(9)        | 57,947  | I | By trust (6) |
| Class A<br>Common<br>Stock | 05/03/2011 | 9  | S | 50     | D | \$<br>71.73               | 57,897  | I | By trust (6) |
| Class A<br>Common<br>Stock | 05/03/2011 |    | S | 25     | D | \$<br>71.72               | 57,872  | I | By trust (6) |

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)

| Security or Ex<br>(Instr. 3) Price | xercise<br>e of<br>vative | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | ; | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|------------------------------------|---------------------------|---|--|---|---|---|--|--|
|                                    |                           |   | Code V                                 | (Instr. 3,<br>4, and 5)<br>(A) (D)                                  |   | Title   |  |  |

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Date Expiration Exercisable Date

Amount or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

JACOBSON MITCHELL

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

# **Signatures**

MELVILLE, NY 11747

/s/ J. Robert Small, Attorney-in-Fact

05/03/2011

\*\*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).
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$71.52 to \$72.50. The Reporting Person (1) undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$72.68 to \$73.22. The Reporting Person (2) undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$71.75 to \$72.37. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$70.70 to \$71.65. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$71.52 to \$72.50. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Such shares are owned by a trust for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.
- The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$72.68 to \$73.22. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
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