

SANDLER DAVID  
 Form 4  
 November 09, 2004

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SANDLER DAVID

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)  
 11/05/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and C.O.O.

C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MELVILLE, NY 11747

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock, \$0.001 par value | 11/05/2004                           |  | M                              | 7,081   | A \$ 14.25  | 29,044   | D   |
| Class A Common Stock, \$0.001 par value | 11/05/2004                           |  | M                              | 12,903  | A \$ 7.75   | 41,947   | D   |
|   |                                      |  |                                |   |   | 2,000  | I   |

Class A  
Common  
Stock,  
\$0.001 par  
value

See  
Footnote  
(5)

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. Transaction Code (Instr. 8) | 5. Number of 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) <sup>(1)</sup>      | \$ 14.25   | 11/05/2004                           |  | M                              | 7,081   | <sup>(2)</sup> 10/14/2008                                | See Footnote <sup>(4)</sup>                                   | 7,081                         |
| Options (right to buy) <sup>(1)</sup>      | \$ 7.75  | 11/05/2004                           |  | M                              | 12,903  | <sup>(3)</sup> 10/19/2009                                | See Footnote <sup>(4)</sup>                                   | 12,903                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| SANDLER DAVID<br>C/O MSC INDUSTRIAL DIRECT CO INC<br>75 MAXESS RD<br>MELVILLE, NY 11747 | X             |           | President and C.O.O. |       |

## Signatures

/s/ David  
Sandler

11/09/2004

\*\*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) Options to purchase Issuer's Class A common stock, \$.001 par value.

An option to purchase 200,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 14, 1999, October 14, 2000, October 14, 2001, October 14, 2002 and October 14, 2003.

An option to purchase 200,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.

(4) Class A Common Stock, \$.001 par value.

(5) Held in trust for the benefit of the Reporting Person's children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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