

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 January 24, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**KELLY DENIS F**

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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O MSM INDUSTRIAL DIRECT CO., INC., 74 MAXESS ROAD**

**01/22/2007**

(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	01/22/2007		M	5,000	A \$ 20.532	14,000	D
Class A Common Stock, \$0.001 par value	01/22/2007		S	1,600	D \$ 42.13	12,400	D
	01/22/2007		S	800	D \$ 42.17	11,600	D

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 700 D \$ 42.16 10,900 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 600 D \$ 42.14 10,300 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 400 D \$ 42.06 9,900 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 300 D \$ 42.07 9,600 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 200 D \$ 42.1 9,400 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 200 D \$ 42.08 9,200 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 100 D \$ 42.09 9,100 D

Class A  
Common  
Stock,  
\$0.001 par  
value

01/22/2007

S 100 D \$ 42.05 9,000 D

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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. I. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Options (right to buy)	\$ 20.532	01/22/2007		M	5,000	<u>(1)</u> 01/09/2008		Class A Common Stock, \$0.001 par value	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY DENIS F C/O MSM INDUSTRIAL DIRECT CO., INC. 74 MAXESS ROAD MELVILLE, NY 11747	X			

## Signatures

/s/ Denis F. Kelly  
Date: 01/24/2007

\*\*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) The option vested in five equal installments on January 9, 1999, 2000, 2001, 2002 and 2003.

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

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

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.