

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 November 24, 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 *
 GERSHWIND MARJORIE

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/23/2004

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

MELVILLE, NY 11747

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)	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	11/23/2004		S(1)	22,892	D \$ 36	32,658	I (2) By foundation
Class A Common Stock	11/23/2004		S(1)	547	D \$ 36.01	32,111	I (2) By foundation
Class A Common Stock	11/23/2004		S(1)	3,047	D \$ 36.03	29,064	I (2) By foundation
Class A Common Stock	11/23/2004		S(1)	1,406	D \$	27,658	I (2) By

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Common Stock						36.04			foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	469	D	\$ 36.05	27,189		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	156	D	\$ 36.06	27,033		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	391	D	\$ 36.07	26,642		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	313	D	\$ 36.08	26,329		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	859	D	\$ 36.09	25,470		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	2,813	D	\$ 36.1	22,657		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	625	D	\$ 36.11	22,032		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	547	D	\$ 36.12	21,485		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	1,563	D	\$ 36.13	19,922		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	156	D	\$ 36.14	19,766		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	78	D	\$ 36.15	19,688		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	3,672	D	\$ 36.16	16,016		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	703	D	\$ 36.17	15,313		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	234	D	\$ 36.18	15,079		<u>I</u> (2)	By foundation

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Class A Common Stock	11/23/2004	S ⁽¹⁾	78	D	\$ 36.19	15,001	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	781	D	\$ 36.2	14,220	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	234	D	\$ 36.21	13,986	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	781	D	\$ 36.22	13,205	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	156	D	\$ 36.23	13,049	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	313	D	\$ 36.24	12,736	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	2,813	D	\$ 36.25	9,923	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	1,094	D	\$ 36.26	8,829	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	1,719	D	\$ 36.27	7,110	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	938	D	\$ 36.28	6,172	I ⁽²⁾	By foundation
Class A Common Stock	11/23/2004	S ⁽¹⁾	2,813	D	\$ 36.29	3,359	I ⁽²⁾	By foundation

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- er Follo- wing Repor- ting Trans- action (Instr.			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

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

11/24/2004

__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) The shares were sold by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares sold by the Gershwind Family Foundation.
- (2) All such shares of Class A Common Stock are held by the Gershwind Family Foundation. The Reporting Person disclaims beneficial ownership of shares held by the Gershwind Family Foundation.

Remarks:

1 of 2 Forms 4

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