

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 November 01, 2011

**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 \*  
**BOXER SHELLEY**

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)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 VP, Finance and Accounting

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

3. Date of Earliest Transaction (Month/Day/Year)  
**10/28/2011**

**MELVILLE, NY US 11747**

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

(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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class A Common Stock, \$0.001 par value	10/28/2011		M		1,500	A	\$ 48.21 6,188	D
Class A Common Stock, \$0.001 par value	10/28/2011		M		1,500	A	\$ 38.07 7,688	D
	10/28/2011		M		1,420	A	\$ 44.17 9,108	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

10/28/2011 M 1,227 A \$ 54.52 10,335 D

10/28/2011 S 5,600 D \$ 70.0093 4,735 D  
(1)

10/28/2011 S 47 D \$ 70.78 4,688 D

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>(2)</sup>	\$ 48.21	10/28/2011		M	1,500	<sup>(3)</sup> 10/17/2014	Class A Common Stock, \$0.001 par value	1,500
	\$ 38.07	10/28/2011		M	1,500	<sup>(4)</sup> 10/15/2015		1,500

Options (right to buy) <u>(2)</u>								Class A Common Stock, \$0.001 par value	
Options (right to buy) <u>(2)</u>	\$ 44.17	10/28/2011	M	1,420	<u>(5)</u>	10/12/2016		Class A Common Stock, \$0.001 par value	1,420
Options (right to buy) <u>(2)</u>	\$ 54.52	10/28/2011	M	1,227	<u>(6)</u>	10/18/2017		Class A Common Stock, \$0.001 par value	1,227

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOXER SHELLEY C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			VP, Finance and Accounting	

## Signatures

/s/ Shelley  
Boxer

11/01/2011

\*\*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).

(1) Represents the sale of 5600 shares in 25 separate transactions, ranging from \$69.71 to \$70.51 per share, resulting in a weighted average sale price per share of \$70.0093. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

(3) An option to purchase 6,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 1,500 shares of Common Stock became exercisable on each of October 18, 2008, October 18, 2009, October 18, 2010 and October 18, 2011.

(4) An option to purchase 6,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 1,500 shares of Common Stock became exercisable on each of October 16, 2009, October 16, 2010 and October 16, 2011, and an additional 1,500 shares of Common Stock will become exercisable on October 16, 2012.

(5) An option to purchase 5,678 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 1,419 shares of Common Stock became exercisable on October 13, 2010, 1,420 shares of Common Stock became exercisable on October 13, 2011, an additional 1,419 shares of Common Stock will become exercisable on October 13, 2012, and an additional 1,420 shares of Common Stock will become exercisable on October 13, 2013.

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- An option to purchase 4,911 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus
- (6) Equity Plan. 1,227 shares of Common Stock became exercisable on October 19, 2011, and an additional 1,228 shares of Common Stock will become exercisable on each of October 19, 2012, October 19, 2013 and October 19, 2014.

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.