

MSC INDUSTRIAL DIRECT CO INC
Form 4
September 24, 2008

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 *
LONE PINE CAPITAL LLC

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)
09/22/2008

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

TWO GREENWICH PLAZA

(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

GREENWICH, CT 06830

(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 | | | | |
| | | | | Code | V | Amount | | | |
| Class A Common Stock, par value \$0.001 per share | 09/22/2008 | | S | 926 | D | \$ 50.0238 | 4,923,117 | I | See Footnotes (1) (2) (3) (4) |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| LONE PINE CAPITAL LLC TWO GREENWICH PLAZA GREENWICH, CT 06830 | | X | | |
| MANDEL STEPHEN F JR TWO GREENWICH PLAZA GREENWICH, CT 06830 | | X | | |

Signatures

Lone Pine Capital LLC, /s/ Stephen F. Mandel, Jr., Managing Member 09/24/2008

**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 total amount of 4,923,117 shares of the Issuer's Class A Common Stock, par value \$0.001 per share ("Common Stock") reported above represents (i) 49,196 shares held directly by Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"); (ii) 107,965 shares (1) held directly by Lone Balsam, L.P., a Delaware limited partnership ("Lone Balsam"); (iii) 90,194 shares held directly by Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"); (iv) 2,182,754 shares held directly by Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade");
- (2) (continued from footnote (1)) (v) 167,902 shares held directly by Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"); (vi) 1,119,263 shares held directly by Lone Cypress, Ltd., a Cayman Islands exempted company ("Lone Cypress"); (vii) 932,998 shares held directly by Lone Kauri, Ltd., a Cayman Islands exempted company ("Lone Kauri"); (viii) and 272,845 shares held directly by Lone Monterey, Ltd., a Cayman Islands exempted company ("Lone Monterey").
- (3) Lone Pine Capital LLC serves as investment manager to, and has investment discretion over the shares of Common Stock held by, Lone Cypress, Lone Kauri and Lone Monterey. Lone Pine Associates LLC serves as the general partner of, and has investment discretion over the shares of Common Stock held by, Lone Spruce, Lone Balsam and Lone Sequoia. Lone Pine Members LLC serves as the general

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partner of, and has investment discretion over the securities held by, Lone Cascade and Lone Sierra. Stephen F. Mandel, Jr. is the managing member of Lone Pine Capital LLC, Lone Pine Associates LLC and Lone Pine Members LLC.

- (4) Lone Pine Capital LLC, Lone Pine Associates LLC, Lone Pine Members LLC and Stephen F. Mandel, Jr. each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 4 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

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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