

MSC INDUSTRIAL DIRECT CO INC

Form 4

July 21, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOXER SHELLEY

(Last) (First) (Middle)

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

(Street)

MLEVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**MSC INDUSTRIAL DIRECT CO
INC [MSM]**

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

07/19/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP of Finance

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

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 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)
Class A Common Stock, \$0.001 par value	07/19/2005		M	16,000	A \$ 15.25	23,651	D
Class A Common Stock, \$0.001 par value	07/19/2005		S	300	D \$ 35.44	23,351	D
	07/19/2005		S	1,000	D	22,351	D

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Class A Common Stock, \$0.001 par value					\$ 35.45		
Class A Common Stock, \$0.001 par value	07/19/2005	S	1,300	D	\$ 35.46	21,051	D
Class A Common Stock, \$0.001 par value	07/19/2005	S	7,500	D	\$ 35.47	13,551	D
Class A Common Stock, \$0.001 par value	07/19/2005	S	4,600	D	\$ 35.48	8,951	D
Class A Common Stock, \$0.001 par value	07/19/2005	S	500	D	\$ 35.49	8,451	D
Class A Common Stock, \$0.001 par value	07/19/2005	S	800	D	\$ 35.5	7,651	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. D S (I
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽¹⁾	\$ 15.25	07/19/2005	M			16,000	⁽²⁾	04/28/2007	See Footnote ⁽³⁾	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOXER SHELLEY C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747			VP of Finance	

Signatures

/s/ Shelley
Boxer

07/21/2005

^{**}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 20,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(2) the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of April 28, 1998, April 28, 1999, April 28, 2000, April 28, 2001 and April 28, 2002.

(3) Class A common stock, \$.001 par value

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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