

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 November 24, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**JACOBSON MITCHELL**

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)  
**11/23/2004**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD**

(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				
				Code	V	Amount			
Class A Common Stock	11/23/2004		S(1)	6,408	D	\$ 36	9,142	I (2)	By foundation
Class A Common Stock	11/23/2004		S(1)	153	D	\$ 36.01	8,989	I (2)	By foundation
Class A Common Stock	11/23/2004		S(1)	853	D	\$ 36.03	8,136	I (2)	By foundation
Class A Common Stock	11/23/2004		S(1)	394	D	\$	7,742	I (2)	By

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Common Stock						36.04			foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	131	D	\$ 36.05	7,611		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	44	D	\$ 36.06	7,567		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	109	D	\$ 36.07	7,458		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	87	D	\$ 36.08	7,371		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	241	D	\$ 36.09	7,130		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	787	D	\$ 36.1	6,343		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	175	D	\$ 36.11	6,168		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	153	D	\$ 36.12	6,015		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	437	D	\$ 36.13	5,578		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	44	D	\$ 36.14	5,534		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	22	D	\$ 36.15	5,512		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	1,028	D	\$ 36.16	4,484		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	197	D	\$ 36.17	4,287		<u>I(2)</u>	By foundation
Class A Common Stock	11/23/2004	<u>S(1)</u>	66	D	\$ 36.18	4,221		<u>I(2)</u>	By foundation

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Class A Common Stock	11/23/2004	S <sup>(1)</sup>	22	D	\$ 36.19	4,199	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	219	D	\$ 36.2	3,980	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	66	D	\$ 36.21	3,914	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	219	D	\$ 36.22	3,695	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	44	D	\$ 36.23	3,651	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	87	D	\$ 36.24	3,564	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	787	D	\$ 36.25	2,777	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	306	D	\$ 36.26	2,471	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	481	D	\$ 36.27	1,990	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	262	D	\$ 36.28	1,728	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	787	D	\$ 36.29	941	I <sup>(2)</sup>	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. Nu Deriv Secur
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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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Beneficial Ownership Following Reported Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X	Chairman and CEO	

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

### Remarks:

1 of 2 Forms 4

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