#### Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

MSC INDUS Form 4 July 11, 200'	STRIAL DIRI	ECT (	CO INC	1									
FORM											OMB AI	PPROVAL	
	I 4 UNITH	TATES				ND EXC D.C. 205		COMMISSION	OMB Number:	3235-0287			
Check th if no long	205				Expires:	January 31, 2005							
subject to Section 1 Form 4 o	5 <b>SIAI</b> .6. r			NERSHIP OF	Estimated average burden hours per response								
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section	•	of the l	Public Ut	ility Ho	ld		pany	Act of	e Act of 1934, f 1935 or Section 40	1		
(Print or Type I	Responses)												
				2. Issuer Name <b>and</b> Ticker or Trading Symbol MSC INDUSTRIAL DIRECT CO						5. Relationship of Reporting Person(s) to Issuer			
				INC [MSM]						(Check all applicable)			
(1				3. Date of Earliest Transaction (Month/Day/Year) 07/09/2007						Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
	75 MAXESS			01107120	,,,,					Senior	r vice Presider	IT	
					ndment, Date Original th/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MELVILLE	E, NY 11747									Form filed by M Person			
(City)	(State)	(Zi	ip)	Table	e I - Non-	-D	erivative S	ecuri	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or					5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A					Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock, \$0.001 par value	07/09/2007				М		25,000	A	\$ 14.5	37,244	D		
Class A Common Stock, \$0.001 par value	07/09/2007				S		25,000	D	\$ 57	12,244	D		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and	Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying Securities		D
Security	or Exercise		any	Code	Securities	(Month/Day/	'Year)	(Instr. 3 and	4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(I
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
									A	
						Date	Evaluation		Amount	
						Exercisable	Expiration Date	Title	or Number	
				Code V	(A) (D)	Exercisable	Date		of Shares	
Options								See		
(right to	\$ 14.5	07/09/2007		Μ	25,000	(2)	09/21/2011	Footnote	25,000	
buy) <u>(1)</u>								(3)		

## **Reporting Owners**

Reporting Owner N	Reporting Owner Name / Address		Relationships						
Reporting O wher I			10% Owner	Officer	Other				
McGuire Eileen C/O MSC INDUSTRIAL 75 MAXESS ROAD MELVILLE, NY 11747	DIRECT CO., INC.			Senior Vice President					
Signatures									
/s/ Eileen	07/11/2007								

McGuire

\*\*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, \$0.001 par value per share ("Common Stock").

An option to purchase 40,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-fifth became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 (2) and September 21, 2006.

(3) Class A Common Stock, \$0.001 par value per share.

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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