

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 July 27, 2005

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 *
SANDLER DAVID

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)
07/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

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

(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		
Class A Common Stock, \$0.001 par value	07/26/2005		M	30,000	A \$ 19	85,441	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005		S	300	D \$ 35.02	85,141	D
	07/26/2005		S	500	D	84,641	D

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Class A Common Stock, \$0.001 par value ⁽⁴⁾					\$			
					35.03			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	800	D	\$	83,841		D
					35.04			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	700	D	\$	83,141		D
					35.05			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	500	D	\$	82,461		D
					35.06			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	400	D	\$	82,241		D
					35.07			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	900	D	\$	81,341		D
					35.08			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	600	D	\$	80,741		D
					35.09			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	300	D	\$	80,441		D
					35.1			
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	1,100	D	\$	79,341		D
					35.11			
	07/26/2005	S	600	D		78,741		D

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Class A Common Stock, \$0.001 par value ⁽⁴⁾					\$ 35.12		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	600	D	\$ 35.13	78,141	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	100	D	\$ 35.14	78,041	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	400	D	\$ 35.15	77,641	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	100	D	\$ 35.16	77,541	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	500	D	\$ 35.17	77,041	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	700	D	\$ 35.18	76,341	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	200	D	\$ 35.19	76,141	D
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	100	D	\$ 35.2	76,041	D
	07/26/2005	S	1,900	D		74,141	D

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Class A Common Stock, \$0.001 par value ⁽⁴⁾					\$		
					35.21		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	1,100	D	\$	73,041	D
					35.22		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	300	D	\$	72,741	D
					35.23		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	800	D	\$	71,941	D
					35.24		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	600	D	\$	71,341	D
					35.25		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	2,000	D	\$	69,341	D
					35.26		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	100	D	\$	69,241	D
					35.27		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	400	D	\$	68,841	D
					35.28		
Class A Common Stock, \$0.001 par value ⁽⁴⁾	07/26/2005	S	800	D	\$	68,041	D
					35.29		
	07/26/2005	S	2,200	D	\$	65,841	D
					35.3		

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 30,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of November 19, 1998, November 19, 1999, November 19, 2000, November 19, 2001 and November 19, 2002.

(3) Class A Common Stock, \$.001 par value

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting Person is filing 2 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 1ST Form 4 of the 2 filings.

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.