

SANDLER DAVID
Form 4
January 12, 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)

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

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

01/10/2005

President & COO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

MELVILLE, NY 11747

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005		S		476 D \$ 33.53	68,041	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005		S		100 D \$ 33.54	67,941	D
	01/10/2005		S		700 D	67,241	D

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Class A Common Stock, \$0.001 par value ⁽²⁾					\$			
					33.55			
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	600	D	\$	33.56	66,641	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	200	D	\$	33.57	66,441	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	100	D	\$	33.58	66,341	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	800	D	\$	33.59	65,541	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	2,900	D	\$	33.6	62,641	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	400	D	\$	33.65	62,241	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	100	D	\$	33.66	62,141	D
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	600	D	\$	33.67	61,541	D
	01/10/2005	S	4,600	D			56,941	D

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Class A Common Stock, \$0.001 par value ⁽²⁾					\$				
					33.68				
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	1,400	D	\$	55,541	D		
					33.69				
Class A Common Stock, \$0.001 par value ⁽²⁾	01/10/2005	S	100	D	\$	55,441	D		
					33.7				
Class A Common Stock, \$.001 par value						2,000	I		See Footnote <u>(1)</u>

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Amount or Number of Shares	
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SANDLER DAVID
C/O MSC INDUSTRIAL DIRECT CO INC X President & COO
75 MAXESS RD
MELVILLE, NY 11747

Signatures

/s/ Shelley M. Boxer, 01/12/2005
Attorney-in-Fact

__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) Held in trust for the benefit of the Reporting Person's children.

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

- (2) 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 2nd 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.