

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 May 01, 2009

**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 \*  
**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)  
**04/29/2009**

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

**C/O 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   |  |   |
| Class A Common Stock, \$ 0.001 par value | 04/29/2009                           |  | M                              | 50,000 A  | \$ 14.5   | 220,169  | D   |
| Class A Common Stock, \$ 0.001 par value | 04/29/2009                           |  | S                              | 50,000 D  | \$ 40.224 <sup>(1)</sup>  | 170,169  | D   |
|  | 04/30/2009                           |  | M                              | 75,000 A  | \$ 14.5   | 245,169  | D   |

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Class A  
Common  
Stock, \$  
0.001 par  
value

Class A  
Common  
Stock, \$  
0.001 par  
value

Class A  
Common  
Stock, \$  
0.001 par  
value

Class A  
Common  
Stock, \$  
0.001 par  
value

04/30/2009 S 3,300 D \$ 42.2947 241,869 D  
(2)

04/30/2009 S 71,700 D \$ 41.6832 170,169 D  
(3)

71,951 I By Trust  
(4)

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

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SEC 1474  
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Right to Buy) (5)                 | \$ 14.5  | 04/29/2009                           |  | M                              | 50,000  | (6) 09/20/2011   | Class A Common Stock, \$0.001 par value                       | 50,000                        |
| Options (Right to Buy)                     | \$ 14.5  | 04/30/2009                           |  | M                              | 75,000  | (6) 09/20/2011   | Class A Common Stock  | 75,000                        |

Buy) <sup>(5)</sup>

Stock,  
\$0.001  
par value

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| JACOBSON MITCHELL<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY 11747 | X             | X         |         |       |

## Signatures

/s/ Mitchell Jacobson, by J. Robert Small,  
Attorney-in-Fact

05/01/2009

\_\_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) Represents the sale of 50,000 shares in 62 separate transactions, ranging from \$40.00 to \$40.64 per share, resulting in a weighted average sale price per share of \$40.2240. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(2) Represents the sale of 3,300 shares in 7 separate transactions, ranging from \$42.25 to \$42.34 per share, resulting in a weighted average sale price per share of \$42.2947. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(3) Represents the sale of 71,700 shares in 111 separate transactions, ranging from \$41.25 to \$42.24 per share, resulting in a weighted average sale price per share of \$41.6832. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(4) Such shares are owned by the Mitchell L. Jacobson 2005 GRAT #2, a trust for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.

(5) Options to purchase Issuer's Class A Common Stock, \$0.001 par value.

(6) An option to purchase 250,000 shares of the Issuer's Class A Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 and September 21, 2006.

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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