

MSC INDUSTRIAL DIRECT CO INC
 Form 3
 January 15, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LONE PINE CAPITAL LLC | | (Month/Day/Year) | MSC INDUSTRIAL DIRECT CO INC [MSM] | |
| (Last) | (First) | (Middle) | 01/11/2008 | |
| TWO GREENWICH PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GREENWICH,Â CTÂ 06830 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Clas A Common Stock, par value \$0.001 per share | 5,098,127 | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LONE PINE CAPITAL LLC TWO GREENWICH PLAZA GREENWICH, CT 06830 | Â | Â X | Â | Â |

Signatures

Lone Pine Capital LLC, /s/ Stephen F. Mandel, Jr., Managing Member 01/15/2008

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 of the Issuer's Class A Common Stock, par value \$0.001 per share, ("Common Stock") to which this note relates are held directly by Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"), as to 54,131 shares; Lone Balsam, L.P., a Delaware limited partnership ("Lone Balsam"), as to 118,793 shares; Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"), as to 99,241 shares; Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade"), as to 2,199,726 shares; Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"), as to 169,209 shares; Lone Cypress, Ltd., a Cayman Islands exempted company ("Lone Cypress"), as to 1,231,510 shares; Lone Kauri, Ltd., a Cayman Islands exempted company ("Lone Kauri"), as to 950,551 shares; and Lone Monterey, Ltd., a Cayman Islands exempted company ("Lone Monterey"), as to 274,966 shares.

(2) Lone Pine Capital LLC serves as investment manager to, and has investment discretion over the shares of Common Stock held by, Lone Cypress, Lone Kauri and Lone Monterey. Lone Pine Associates LLC serves as the general partner of, and has investment discretion over the shares of Common Stock held by, Lone Spruce, Lone Balsam and Lone Sequoia. Lone Pine Members LLC serves as the general partner of, and has investment discretion over the securities held by, Lone Cascade and Lone Sierra. Stephen F. Mandel, Jr. is the managing member of Lone Pine Capital LLC, Lone Pine Associates LLC and Lone Pine Members LLC.

(3) Lone Pine Capital LLC, Lone Pine Associates LLC, Lone Pine Members LLC and Stephen F. Mandel, Jr. each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 3 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

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.