

COX THOMAS
Form 4
November 04, 2004

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 * COX THOMAS			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SENIOR VICE PRESIDENT OF SALES
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2004	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	

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)	(A) or (D)	5. Amount or Price	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)
Class A Common Stock, \$0.001 par value	11/02/2004		M	8,241	A	\$ 14.5	11,681	D	
Class A Common Stock, \$0.001 par value	11/02/2004		M	583	A	\$ 14.25	12,264	D	
Class A Common	11/02/2004		S	2,731	D	\$ 33	9,533	D	

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Stock, \$0.001 par value (5)								
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	78	D	\$ 33.01	9,455		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	33	D	\$ 33.02	9,422		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	45	D	\$ 33.03	9,377		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	22	D	\$ 33.04	9,355		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	73	D	\$ 33.05	9,282		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	67	D	\$ 33.07	9,215		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	106	D	\$ 33.09	9,109		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	167	D	\$ 33.1	8,942		D
Class A Common Stock,	11/02/2004	S	33	D	\$ 33.11	8,909		D

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\$0.001 par value (5)								
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	22	D	\$ 33.15	8,887		D
Class A Common Stock, \$0.001 par value (5)	11/02/2004	S	6	D	\$ 33.16	8,881		D
Class A Common Stock, \$0.001 par value ⁽⁵⁾	11/02/2004	S	17	D	\$ 33.19	8,864		D
Class A Common Stock, \$0.001 par value ⁽⁵⁾	11/02/2004	S	39	D	\$ 33.2	8,825		D
Class A Common Stock, \$0.001 par value ⁽⁵⁾	11/02/2004	S	33	D	\$ 33.21	8,792		D
Class A Common Stock, \$0.001 par value ⁽⁵⁾	11/02/2004	S	11	D	\$ 33.22	8,781		D
Class A Common Stock, \$0.001 par value ⁽⁵⁾	11/02/2004	S	22	D	\$ 33.23	8,759		D
Class A Common Stock, \$0.001 par value ⁽⁵⁾	11/02/2004	S	22	D	\$ 33.24	8,737		D
Class A Common Stock, \$0.001 par	11/02/2004	S	56	D	\$ 33.25	8,681		D

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value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 22 D \$ 33.26 8,659 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 39 D \$ 33.27 8,620 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 17 D \$ 33.28 8,603 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 22 D \$ 33.29 8,581 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 56 D \$ 33.35 8,525 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 518 D \$ 33.4 8,007 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 39 D \$ 33.43 7,968 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 134 D \$ 33.45 7,834 D
\$0.001 par
value ⁽⁵⁾

Class A
Common
Stock, 11/02/2004 S 507 D \$ 33.5 7,327 D
\$0.001 par
value ⁽⁵⁾

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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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options (right to buy) ⁽¹⁾	\$ 14.5	11/02/2004		M	8,241	⁽²⁾ 09/21/2011	See Footnote ⁽⁴⁾	8,241	
Options (right to buy) ⁽¹⁾	\$ 14.25	11/02/2004		M	583	⁽³⁾ 10/14/2008	See Footnote ⁽⁴⁾	583	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX THOMAS				SENIOR VICE PRESIDENT OF SALES

Signatures

/s/ Thomas Cox 11/03/2004

**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, \$.001 par value

(2) An option to purchase 60,000 shares of the Issuer's common stock, par value \$.001 per share, 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

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and September 21, 2004. The balance of such option becomes exercisable in one-fifth on each of September 21, 2005 and September 21, 2006.

(3) An option to purchase 32,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 14, 1999, October 14, 2000, October 14, 2001, October 14, 2002 and October 14, 2003.

(4) 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 3 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 3 filings.

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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