

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 July 16, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**PELLER PHILIP**

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)  
**07/12/2007**

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	07/12/2007		M	1,884	A \$ 11.938	3,584	D
Class A Common Stock, \$0.001 par value	07/12/2007		M	5,000	A \$ 18	8,584	D
	07/12/2007		M	5,000	A \$ 19.9	13,584	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 M 116 A \$ 17.99 13,700 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 500 D \$ 56.24 13,200 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 200 D \$ 56.23 13,000 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 300 D \$ 56.22 12,700 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 100 D \$ 56.29 12,600 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 200 D \$ 56.28 12,400 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 200 D \$ 56.27 12,200 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 100 D \$ 56.25 12,100 D

07/12/2007 S 100 D \$ 56.19 12,000 D

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Class A Common Stock, \$0.001 par value							
Class A Common Stock, \$0.001 par value	07/12/2007	S	100	D	\$ 56.2	11,900	D
Class A Common Stock, \$0.001 par value	07/12/2007	S	100	D	\$ 56.17	11,800	D
Class A Common Stock, \$0.001 par value	07/12/2007	S	400	D	\$ 56.18	11,400	D
Class A Common Stock, \$0.001 par value	07/12/2007	S	800	D	\$ 56.07	10,600	D
Class A Common Stock, \$0.001 par value	07/12/2007	S	100	D	\$ 55.99	10,500	D
Class A Common Stock, \$0.001 par value	07/12/2007	S	1,400	D	\$ 56.01	9,100	D
Class A Common Stock, \$0.001 par value	07/12/2007	S	800	D	\$ 56	8,300	D
Class A Common Stock, \$0.001 par value	07/12/2007	S	500	D	\$ 56.02	7,800	D
	07/12/2007	S	2,500	D	\$ 56.03	5,300	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 1,400 D \$ 56.04 3,900 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 1,400 D \$ 56.05 2,500 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 100 D \$ 56.1 2,400 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 100 D \$ 56.12 2,300 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 100 D \$ 56.09 2,200 D

Class A  
Common  
Stock,  
\$0.001 par  
value

07/12/2007 S 500 D \$ 56.06 1,700 D

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.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. P Der Sec
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)	(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) <sup>(1)</sup>	\$ 11.938	07/12/2007	M		1,884		<sup>(2)</sup>	01/07/2010	See Footnote <sup>(6)</sup>	1,884
Options (right to buy) <sup>(1)</sup>	\$ 18	07/12/2007	M		5,000		<sup>(3)</sup>	01/05/2011	See Footnote <sup>(6)</sup>	5,000
Options (right to buy) <sup>(1)</sup>	\$ 19.9	07/12/2007	M		5,000		<sup>(4)</sup>	01/03/2012	See Footnote <sup>(6)</sup>	5,000
Options (right to buy) <sup>(1)</sup>	\$ 17.99	07/12/2007	M		116		<sup>(5)</sup>	01/07/2013	See Footnote <sup>(6)</sup>	116

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELLER PHILIP C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X			

## Signatures

/s/ Philip Peller 07/13/2007

\*\*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, \$0.001 par value per share ("Common Stock").

(2) An option to purchase 4,584 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 1998 Stock Option Plan. One-half became exercisable on each of January 7, 2001 and January 7, 2002.

(3) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 1998 Stock Option Plan. One-half became exercisable on each of January 5, 2002 and January 5, 2003.

(4)

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An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-half became exercisable on each of January 4, 2003 and January 4, 2004.

- (5) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-half became exercisable on each of January 8, 2004 and January 8, 2005.
- (6) Class A Common Stock, \$0.001 par value per share.

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.