

MSC INDUSTRIAL DIRECT CO INC

Form 4

April 30, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

04/28/2008

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

Executive VP, Sales

**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)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.001 par value	04/28/2008		M	3,038 A	\$ 13.9375 28,800	D	
Class A Common Stock, \$0.001 par value	04/28/2008		S	538 D	\$ 49.46 28,262	D	
	04/28/2008		S	400 D	\$ 49.43 27,862	D	

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Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock,
\$0.001 par
value

04/28/2008

S 100 D \$ 49.39 27,762 D

Class A
Common
Stock,
\$0.001 par
value

04/28/2008

S 300 D \$ 49.38 27,462 D

Class A
Common
Stock,
\$0.001 par
value

04/28/2008

S 200 D \$ 49.37 27,262 D

Class A
Common
Stock,
\$0.001 par
value

04/28/2008

S 1,100 D \$ 49.36 26,162 D

Class A
Common
Stock,
\$0.001 par
value

04/28/2008

S 300 D \$ 49.35 25,862 D

Class A
Common
Stock,
\$0.001 par
value

04/28/2008

S 100 D \$ 49.34 25,762 D

Class A
Common
Stock,
\$0.001 par
value

04/29/2008

S 2,275 D \$ 49.13 23,487 D

Class A
Common
Stock,
\$0.001 par
value

04/29/2008

G 700 D \$ 0 22,787 D

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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.

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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) ⁽¹⁾	\$ 13.9375	04/28/2008		M	3,038	<u>(2)</u>	11/09/2010	See Footnote (3)	3,038

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COX THOMAS
C/O MSC INDUSTRIAL DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE, NY 11747

Executive VP, Sales

Signatures

/s/ Thomas Cox 04/30/2008

^{**}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").

An option to purchase 50,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 1998 Stock
(2) Option Plan. One-fifth became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003, November 9, 2004 and
November 9, 2005.

(3) 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.

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