## MSC INDUSTRIAL DIRECT CO INC

Form 4

November 03, 2004

<b>FORM</b>	1 /								OMB AF	PPROVAL	
i Oniv	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-028	
Check th			, ,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	200.20	.,			Expires:	January 3	
if no long subject to Section 1 Form 4 o	6. <b>SIAIL</b>	EMENT OF CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Estimated average burden hours per response			
Form 5 obligation may cont <i>See</i> Instruction 1(b).	ns Section 170	(a) of the		tility Hole	ding Con	npany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type I	Responses)										
SCHROEDER JAMES A Sym			Symbol	Name and				5. Relationship of Reporting Person(s) to Issuer			
			INC [M	IDUSTR [SM]	IAL DIK	ECI	CO	(Checl	k all applicable	<del>)</del> )	
(Last) (First) (Middle)  C/O MSC INDUSTRIAL DIRECT			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Other (specify below)			
	MAXESS RD	IKEC I	11/01/20	004				Senior	VP of Logistic	es	
	(Street)			ndment, Da	_	1		6. Individual or Jo	int/Group Filir	ig(Check	
MLEVILLE	E, NY 11747		Filed(Mor	nth/Day/Year	;)			Applicable Line) _X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	2. Transaction Date 2A. Deemed Execution Date any (Month/Day/Y			4. Securion(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)		
Class A				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock, \$0.001 par value (1)	11/01/2004			S	463	D	\$ 34.5	17,524	D		
Class A Common Stock, \$0.001 par value (1)	11/01/2004			S	463	D	\$ 34.52	17,061	D		
_	11/01/2004			C	41	D		17 020	D		

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Class A Common Stock, \$0.001 par value (1)					\$ 34.53		
Class A Common Stock, \$0.001 par value (1)	11/01/2004	S	380	D	\$ 34.54	16,640	D
Class A Common Stock, \$0.001 par value (1)	11/01/2004	S	124	D	\$ 34.55	16,516	D
Class A Common Stock, \$0.001 par value (1)	11/01/2004	S	340	D	\$ 34.59	16,176	D
Class A Common Stock, \$0.001 par value (1)	11/01/2004	S	127	D	\$ 34.6	16,049	D
Class A Common Stock, \$0.001 par value (1)	11/01/2004	S	169	D	\$ 34.61	15,880	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHROEDER JAMES A C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747

Senior VP of Logistics

# **Signatures**

/s/ James Schroeder

\*\*Signature of Date
Reporting Person

# **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).

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

(1) Person is filing 2 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 2nd Form 4 of the 2 filings.

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.

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