

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 August 19, 2005

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 *
JACOBSON MITCHELL

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)
08/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	08/17/2005	J(2)	946,246(3)		(4)	(4)	Class A Common Stock	946,246
Class B Common Stock	(1)					(4)	(4)	Class A Common Stock	3,000,000
Class B Common Stock	(1)					(4)	(4)	Class A Common Stock	1,500,000
Class B Common Stock	(1)					(4)	(4)	Class A Common Stock	7,650,706(8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X	Chairman and CEO	

Signatures

/s/ J. Robert Small,
Attorney-in-Fact

08/19/2005

**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) The Class B Common Stock is convertible at any time into Class A Common Stock on a one-for-one basis.
- (2) On August 17, 2005, under the terms of the trust instrument, the Reporting Person became trustee of the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust (the "Gershwind 1994 Trust") following the death of the prior trustee.
- (3) Such shares continue to be owned of record by the Gershwind 1994 Trust and indirectly beneficially owned by Marjorie Diane Gershwind as set forth in her Reports under Section 16.
- (4) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire.
- (5) Includes 946,246 shares of Class B Common Stock as Trustee of the Gershwind 1994 Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Gershwind 1994 Trust.

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- (6) Includes 3,000,000 shares of Class B Common Stock previously reported as directly owned that were contributed to the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust (the "Jacobson 2005 GRAT") on April 4, 2005. The Reporting Person is the Settlor and Trustee of the Jacobson 2005 GRAT. The Reporting Person disclaims beneficial ownership of the shares owned by the Jacobson 2005 GRAT.
- (7) Includes 1,500,000 shares of Class B Common Stock previously reported as directly owned that were contributed to the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust #2 (the "Jacobson 2005 GRAT 2") on April 18, 2005. The Reporting Person is the Settlor and Trustee of the Jacobson 2005 GRAT 2. The Reporting Person disclaims beneficial ownership of the shares owned by the Jacobson 2005 GRAT 2.
- (8) Includes 169,561 shares of Class B Common Stock previously reported by the Reporting Person as Settlor of the Mitchell Jacobson 1998 Qualified Seven Year Annuity Trust. Since the date of the Reporting Person's last report, such shares have been distributed and are now owned directly by the Reporting Person.

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.