

MSC INDUSTRIAL DIRECT CO INC  
Form 4  
November 24, 2004

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

OMB APPROVAL

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**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)  
MSC INDUSTRIAL DIRECT CO.,  
INC., 75 MAXESS ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/23/2004

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

MELVILLE, NY 11747

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

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	11/23/2004		S <sup>(1)</sup>	6,408 D	\$ 36	9,142	I <sup>(2)</sup> By foundation
Class A Common Stock	11/23/2004		S <sup>(1)</sup>	153 D	\$ 36.01	8,989	I <sup>(2)</sup> By foundation
Class A Common Stock	11/23/2004		S <sup>(1)</sup>	853 D	\$ 36.03	8,136	I <sup>(2)</sup> By foundation
Class A Common Stock	11/23/2004		S <sup>(1)</sup>	394 D	\$	7,742	I <sup>(2)</sup> By

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Common Stock						36.04			foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	131	D	\$ 36.05	7,611		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	44	D	\$ 36.06	7,567		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	109	D	\$ 36.07	7,458		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	87	D	\$ 36.08	7,371		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	241	D	\$ 36.09	7,130		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	787	D	\$ 36.1	6,343		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	175	D	\$ 36.11	6,168		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	153	D	\$ 36.12	6,015		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	437	D	\$ 36.13	5,578		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	44	D	\$ 36.14	5,534		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	22	D	\$ 36.15	5,512		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	1,028	D	\$ 36.16	4,484		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	197	D	\$ 36.17	4,287		<u>I</u> (2)	By foundation
Class A Common Stock	11/23/2004	<u>S</u> (1)	66	D	\$ 36.18	4,221		<u>I</u> (2)	By foundation

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Class A Common Stock	11/23/2004	S <sup>(1)</sup>	22	D	\$ 36.19	4,199	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	219	D	\$ 36.2	3,980	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	66	D	\$ 36.21	3,914	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	219	D	\$ 36.22	3,695	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	44	D	\$ 36.23	3,651	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	87	D	\$ 36.24	3,564	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	787	D	\$ 36.25	2,777	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	306	D	\$ 36.26	2,471	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	481	D	\$ 36.27	1,990	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	262	D	\$ 36.28	1,728	I <sup>(2)</sup>	By foundation
Class A Common Stock	11/23/2004	S <sup>(1)</sup>	787	D	\$ 36.29	941	I <sup>(2)</sup>	By foundation

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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