

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 November 08, 2005

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 ANKER ROSS

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)  
 11/04/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SR.VP of Prod. Mgmt.&Info Sys.

C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD

(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

MLEVILLE, 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 | 11/04/2005                           |  | M                              | 20,000  | A \$ 14.5   | 31,698   | D   |
| Class A Common Stock, \$0.001 par value | 11/04/2005                           |  | S                              | 16,100  | D \$ 38   | 15,598   | D   |
|   | 11/04/2005                           |  | S                              | 1,200   | D   | 14,398   | D   |

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|   |            |  |   |       |       |    |        |   |
|---|------------|--|---|-------|-------|----|--------|---|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value |            |  |   |       | \$    |    |        |   |
|   |            |  |   |       | 38.01 |    |        |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 11/04/2005 |  | S | 400   | D     | \$ | 13,998 | D |
|   |            |  |   |       | 38.02 |    |        |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 11/04/2005 |  | S | 100   | D     | \$ | 13,898 | D |
|   |            |  |   |       | 38.03 |    |        |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 11/04/2005 |  | S | 500   | D     | \$ | 13,398 | D |
|   |            |  |   |       | 38.04 |    |        |   |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 11/04/2005 |  | S | 1,700 | D     | \$ | 11,698 | D |
|   |            |  |   |       | 38.05 |    |        |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |        |
| Options<br>(right to                                | \$ 14.5  | 11/04/2005                              |   | M                                    | 20,000   | (2)  | 09/21/2011  | See<br>Footnote                        | 20,000 |

buy) <sup>(1)</sup>

<sup>(3)</sup>

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| ANKER ROSS<br>C/O MSC INDUSTRIAL DIRECT CO INC<br>75 MAXESS RD<br>MLEVILLE, NY 11747 |               |           | SR.VP of Prod. Mgmt.&Info Sys. |       |

## Signatures

/s/ Ross Anker

11/07/2005

\*\*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)** Option to purchase Issuer's Class A common stock, \$.001 par value

An option to purchase 100,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

- (2)** the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004 and September 21, 2005. The balance of such option will become exercisable in one-fifth on September 21, 2006.
- (3)** Class A Common Stock, \$.001 par value

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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