

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 October 27, 2009

**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)  
**10/23/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

**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)  
 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$ 0.001 par value	10/23/2009		M	33,305 A	\$ 14.5	203,474	D
Class A Common Stock, \$ 0.001 par value	10/23/2009		S	33,305 D	\$ 47.6307 (1)	170,169	D
	10/26/2009		M	17,200 A	\$ 14.5	187,369	D

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Class A  
Common  
Stock, \$  
0.001 par  
value

Class A  
Common  
Stock, \$  
0.001 par  
value

Class A  
Common  
Stock, \$  
0.001 par  
value

10/26/2009 S 17,200 D \$  
47.7928 170,169 D  
(2)

71,951 I By Trust  
(3)

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 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. Amount or Number of Shares
Options (right to buy) <u>(4)</u>	\$ 14.5	10/23/2009		M	33,305	<u>(5)</u> 09/20/2011	Class A Common Stock, \$0.001 par value	33,305
Options (right to buy) <u>(4)</u>	\$ 14.5	10/26/2009		M	17,200	<u>(5)</u> 09/20/2011	Class A Common Stock, \$0.001 par value	17,200

## Reporting Owners

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

## Signatures

/s/ Mitchell Jacobson, by J. Robert Small,  
Attorney-in-Fact

10/27/2009

\_\_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) Represents the sale of 33,305 shares in 37 separate transactions, ranging from \$47.50 to \$48.15 per share, resulting in a weighted average sale price per share of \$47.6307. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(2) Represents the sale of 17,200 shares in 42 separate transactions, ranging from \$47.50 to \$47.99 per share, resulting in a weighted average sale price per share of \$47.7928. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(3) Such shares are owned by the Mitchell L. Jacobson 2005 GRAT #2, a trust for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust.

(4) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

(5) An option to purchase 250,000 shares of the Issuer's Common Stock was issued to the Reporting Person under 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, September 21, 2005 and September 21, 2006.

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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