

SANDLER DAVID  
Form 4  
January 13, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2011  
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 \*  
SANDLER DAVID

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)  
01/12/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PRESIDENT AND CEO

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class A Common Stock, \$ 0.001 par value	01/12/2011		M		30,000	A	\$ 42.78 122,114	D
Class A Common Stock, \$ 0.001 par value	01/12/2011		M		37,500	A	\$ 38.07 159,614	D
	01/12/2011		S		67,500	D	92,114	D

Class A  
Common  
Stock, \$  
0.001 par  
value

\$  
60.613  
(1)

Class A  
Common  
Stock, \$  
0.001 par  
value

1,000      I      See  
Footnote  
(2)

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 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>(3)</u>	\$ 42.78	01/12/2011		M	30,000	<u>(4)</u> 10/15/2013	Class A Common Stock, \$0.001 par value	30,000
Options (right to buy) <u>(3)</u>	\$ 38.07	01/12/2011		M	37,500	<u>(5)</u> 10/15/2015	Class A Common Stock, \$0.001 par value	37,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		PRESIDENT AND CEO	

SANDLER DAVID  
C/O MSC INDUSTRIAL DIRECT CO INC  
75 MAXESS ROAD  
MELVILLE, NY 11747

## Signatures

/s/ David  
Sandler

01/13/2011

\_\_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).

Represents the sale of 67,500 shares in 58 separate transactions, ranging from \$60.44 to \$61.29 per share, resulting in a weighted average  
(1) sale price per share of \$60.6130. 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) These shares are held in trust for the benefit of the Reporting Person's children.

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

An option to purchase 130,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus  
(4) Equity Plan. 32,500 shares of Common Stock became exercisable on each of October 16, 2007, October 16, 2008, October 16, 2009 and October 16, 2010.

An option to purchase 150,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus  
(5) Equity Plan. 37,500 shares of Common Stock became exercisable on each of October 16, 2009 and October 16, 2010, and an additional 37,500 shares of Common Stock will become exercisable on each of October 16, 2011 and October 16, 2012.

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.