

FRADIN ROGER  
Form 4  
April 14, 2010

**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 \*  
FRADIN ROGER

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)  
04/12/2010

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

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock, \$0.001 par value	04/12/2010		M		5,000	A	\$ 19.9 50,948	D
Class A Common Stock, \$0.001 par value	04/12/2010		M		5,000	A	\$ 17.99 55,948	D
	04/12/2010		M		5,000	A	\$ 28.3 60,948	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

Class A  
Common  
Stock,  
\$0.001 par  
value

04/12/2010

M

5,000

A

\$ 35.2

65,948

D

Class A  
Common  
Stock,  
\$0.001 par  
value

04/12/2010

M

5,000

A

\$ 40.22

70,948

D

Class A  
Common  
Stock,  
\$0.001 par  
value

04/12/2010

M

5,000

A

\$ 39.15

75,948

D

Class A  
Common  
Stock,  
\$0.001 par  
value

04/12/2010

M

5,000

A

\$ 38.52

80,948

D

Class A  
Common  
Stock,  
\$0.001 par  
value

04/12/2010

S

35,000

D

\$

54,974

45,948

D

(1)

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.**

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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 (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. Derivative Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V (A)	(D)				
Options (right to buy) <u>(2)</u>	\$ 19.9	04/12/2010	M		5,000	<u>(3)</u>	01/03/2012	Class A Common Stock, \$0.01 par value	5,000
Options (right to buy) <u>(2)</u>	\$ 17.99	04/12/2010	M		5,000	<u>(4)</u>	01/07/2013	Class A Common Stock, \$0.01 par value	5,000
Options (right to buy) <u>(2)</u>	\$ 28.3	04/12/2010	M		5,000	<u>(5)</u>	01/05/2014	Class A Common Stock, \$0.01 par value	5,000
Options (right to buy) <u>(2)</u>	\$ 35.2	04/12/2010	M		5,000	<u>(6)</u>	01/03/2015	Class A Common Stock, \$0.01 par value	5,000
Options (right to buy) <u>(2)</u>	\$ 40.22	04/12/2010	M		5,000	<u>(7)</u>	01/02/2013	Class A Common Stock, \$0.01 par value	5,000
Options (right to buy) <u>(2)</u>	\$ 39.15	04/12/2010	M		5,000	<u>(8)</u>	01/01/2014	Class A Common Stock, \$0.01 par value	5,000
Options (right to buy) <u>(2)</u>	\$ 38.52	04/12/2010	M		5,000	<u>(9)</u>	01/07/2015	Class A Common Stock, \$0.01 par value	5,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

X

FRADIN ROGER  
C/O MSC INDUSTRIAL DIRECT CO., INC.  
75 MAXESS ROAD  
MELVILLE, NY 11747

## Signatures

/s/ Roger Fradin                      04/13/2010

    \*\*Signature of                      Date  
Reporting Person

## 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 35,000 shares in 32 separate transactions, ranging from \$54.90 to \$55.17 per share, resulting in a weighted average  
(1) sale price per share of \$54.974. 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 options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").  
(3) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-half of such option became exercisable on each of January 4, 2003 and January 4, 2004.  
(4) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-half of such option became exercisable on each of January 8, 2004 and January 8, 2005.  
(5) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-half of such option became exercisable on each of January 6, 2005 and January 6, 2006.  
(6) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One-half of such option became exercisable on each of January 4, 2006 and January 4, 2007.  
(7) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. One-half of such option became exercisable on each of January 3, 2007 and January 3, 2008.  
(8) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. One-half of such option became exercisable on each of January 2, 2008 and January 2, 2009.  
(9) An option to purchase 5,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. One-half of such option became exercisable on each of January 8, 2009 and January 8, 2010.

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.