MSC INDUSTRIAL DIRECT CO INC

Form 4

October 22, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOXER SHELLEY**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MSC INDUSTRIAL DIRECT CO INC [MSM]

(Check all applicable)

Vice President, Finance

(First) C/O MSC INDUSTRIAL DIRECT

(Street)

(State)

(Middle) (Month/Day/Year)

(Zip)

3. Date of Earliest Transaction

Director X_ Officer (give title below)

10% Owner Other (specify

CO., INC., 75 MAXESS ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

10/18/2007

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MELVILLE, NY 11747

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Class A

(City)

Stock,

(D) Price Code V Amount

Transaction(s) (Instr. 3 and 4)

Common

\$0.001 par value

10/18/2007

1,058 12,120

(A)

or

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number 6. Date Exert Expiration I Expiration I Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) (2)	\$ 48.21	10/18/2007		A	6,000	(3)	10/18/2014	Class A Common Stock, \$0.001 par value per share	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Vice President, Finance

8. I De Sec (In

Signatures

/s/ Shelley Boxer 10/19/2007

**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).
- These shares were granted under the Issuer's 2005 Omnibus Equity Plan, and are subject to restrictions on transfer that terminate as (1) follows: one-half of such shares may be sold on or after October 18, 2010, an additional one-quarter may be sold on or after October 18, 2011 and an additional one-quarter may be sold on or after October 18, 2012.
- (2) Options to purchase Issuer's Class A Common Stock, \$0.001 par value per share ("Common Stock").
- An option to purchase 6,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus (3) Equity Plan. 1,500 shares of Common Stock are exercisable on each of October 18, 2008, October 18, 2009, October 18, 2010 and

(3) Equity Plan. 1,500 shares of Common Stock are exercisable on each of October 18, 2008, October 18, 2009, October 18, 2010 and October 18, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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