

COX THOMAS  
Form 4  
February 03, 2011

**FORM 4**

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COX THOMAS

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)

C/O MSC INDUSTRIAL DIRECT  
CO., INC., 75 MAXESS ROAD

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EXECUTIVE VP, SALES

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                      |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Class A<br>Common<br>Stock, \$<br>0.001 par<br>value | 02/02/2011                              |                                                             | M                                    |                                                                         | 20,000                                                                                                             | A                                                                       | \$ 42.78 42,196                                                   |
| Class A<br>Common<br>Stock, \$<br>0.001 par<br>value | 02/02/2011                              |                                                             | S                                    |                                                                         | 20,000                                                                                                             | D                                                                       | \$ 60.6954 22,196                                                 |

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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<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 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Options<br>(right to<br>buy) <sup>(2)</sup>         | \$ 42.78                                                           | 02/02/2011                              |                                                             | M                                    | 20,000                                                                                                       | <sup>(3)</sup> 10/15/2013                                      | Class A<br>Common<br>Stock,<br>\$.001 par<br>value                  | 20,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                                           |
|-------------------------------------------------------------------------------------------|---------------------------------------------------------|
| COX THOMAS<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY 11747 | Director 10% Owner Officer Other<br>EXECUTIVE VP, SALES |

## Signatures

/s/ Thomas Cox 02/02/2011  
 \*\*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 20,000 shares in 37 separate transactions, ranging from \$60.45 to \$61.05 per share, resulting in a weighted average  
 (1) sale price per share of \$60.6954. 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)

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An option to purchase 40,000 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Equity Plan. 10,000 shares of Common Stock became exercisable on each of October 16, 2007, October 16, 2008, October 16, 2009 and October 16, 2010.

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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