

MSC INDUSTRIAL DIRECT CO INC

Form 8-K

March 31, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 30, 2004**

MSC INDUSTRIAL DIRECT CO., INC.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-14130

(Commission File Number)

11-3289165

(IRS Employer Identification No.)

75 Maxess Road

Melville, NY

(Address of Principal Executive Offices)

11747

(Zip Code)

Registrant's telephone number, including area code: **(516) 812-2000**

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE

On March 30, 2004, the Registrant issued a press release announcing the declaration of a cash dividend on the common stock of the Registrant. The entire text of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

Exhibits: 99.1 MSC Industrial Direct Co., Inc. Press Release, dated March 30, 2004.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MSC INDUSTRIAL DIRECT CO., INC.

By: /s/ Shelley Boxer
Name: Shelley Boxer
Title: Vice President, Finance

Date: March 31, 2004