

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 July 11, 2007

**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 \*  
 ECCLESTON 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)  
 07/09/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 Vice President

MELVILLE, NY 11747

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

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Class A Common Stock, \$0.001 par value | 07/09/2007                           |  | M                              | 2,500   | A \$ 32.4   | 6,147  | D                                 |
| Class A Common Stock, \$0.001 par value | 07/09/2007                           |  | M                              | 1,250   | A \$ 37.45  | 7,397  | D                                 |
|   | 07/09/2007                           |  | S                              | 27  | D   | 7,370  | D                                 |

|   |            |  |   |       |    |    |       |  |  |       |
|---|------------|--|---|-------|----|----|-------|--|--|-------|
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value |            |  |   |       | \$ |    |       |  |  | 57.08 |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 |  | S | 21    | D  | \$ | 7,349 |  |  | 57.02 |
| Class A<br>Common<br>Stock,<br>\$0.001 par<br>value | 07/09/2007 |  | S | 3,702 | D  | \$ | 3,647 |  |  | 57    |

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

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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. P... Der... Sec... (Ins...) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                          | Amount or Number of Shares |
| Options (right to buy) <sup>(1)</sup>      | \$ 32.4  | 07/09/2007                           |  | M                              | 2,500   | <sup>(2)</sup>   | 10/26/2011  | See Footnote <sup>(4)</sup>    | 2,500                      |
| Options (right to buy) <sup>(1)</sup>      | \$ 37.45   | 07/09/2007                           |  | M                              | 1,250   | <sup>(3)</sup>   | 10/21/2012  | See Footnote <sup>(4)</sup>    | 1,250                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

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

Vice President

## Signatures

/s/ Thomas  
 Eccleston    07/11/2007

          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).
- (1) Options to purchase Issuer's Class A Common Stock, \$0.001 par value per share ("Common Stock").  
 An option to purchase 5,000 shares of Common Stock was issued to the Reporting Person. One-fourth became exercisable on each of  
 (2) October 26, 2005 and October 26, 2006. The balance of such option becomes exercisable in one-fourth on each of October 26, 2007 and October 26, 2008.  
 An option to purchase 5,000 shares of Common Stock was issued to the Reporting Person. One-fourth became exercisable on October 21,  
 (3) 2006. The balance of such option becomes exercisable in one-fourth on each of October 21, 2007, October 21, 2008 and October 21, 2009.
  - (4) Class A Common Stock, \$0.001 par value per share.

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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