

COX THOMAS  
Form 4  
November 01, 2011

**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 \*  
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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/28/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Executive VP, Sales

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 US 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$0.001 par value	10/28/2011		M	10,000 A	\$ 48.21	33,838	D
Class A Common Stock, \$0.001 par value	10/28/2011		M	20,000 A	\$ 38.07	53,838	D
	10/28/2011		S	26,900 D		26,938	D

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Class A  
Common  
Stock,  
\$0.001 par  
value

\$  
69.4041  
(1)

Class A  
Common  
Stock, 10/28/2011  
\$0.001 par  
value

\$  
70.4299 23,838 D  
(2)

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. Amount or Number of Shares
Options (right to buy) <sup>(3)</sup>	\$ 48.21	10/28/2011		M	10,000	<sup>(4)</sup> 10/17/2014	Class A Common Stock, \$0.001 par value	10,000
Options (right to buy) <sup>(3)</sup>	\$ 38.07	10/28/2011		M	20,000	<sup>(5)</sup> 10/15/2015	Class A Common Stock, \$0.001 par value	20,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Executive VP, Sales

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

## Signatures

/s/ Thomas Cox                      11/01/2011

\_\_Signature of  
Reporting Person

Date

## 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) Represents the sale of 26,900 shares in 62 separate transactions, ranging from \$69.0000 to \$69.9300 per share, resulting in a weighted average sale price per share of \$69.4041. 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 the sale of 3100 shares in 10 separate transactions, ranging from \$70.0300 to \$70.8800 per share, resulting in a weighted average sale price per share of \$70.4299. 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.

(3) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock")

(4) 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 18, 2008, October 18, 2009, October 18, 2010 and October 18, 2011.

(5) 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, 2009, October 16, 2010 and October 16, 2011, and an additional 10,000 shares of Common Stock will become exercisable on October 16, 2012.

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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