COX THOMAS Form 4

May 07, 2008

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

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

(First)

C/O MSC INDUSTRIAL DIRECT

MELVILLE, NY 11747

2. Issuer Name and Ticker or Trading

Symbol

MSC INDUSTRIAL DIRECT CO INC [MSM]

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

05/05/2008

CO., INC., 75 MAXESS ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

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3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Director 10% Owner X_ Officer (give title _ Other (specify

below) Executive VP, Sales

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Instr. 3 and 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City	(State)	(Zip) Ta	ble I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction I	Date 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Ye	ar) Execution Date, it	f Transaction	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year	(Instr. 8)		Owned	(D) or	Ownership	
					Following	Indirect (I)	(Instr. 4)	
				(4)	Reported	(Instr. 4)		
				(A)	Transaction(s)			

V 25

or Code V Amount (D) Price Class A

S 982 D 21,805 D

\$0.001 par value Class A

Common

Stock,

Common Stock, 05/06/2008

05/05/2008

\$0.001 par

value

D \$0 21,780

D

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities		(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Exercisable Date	of			
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive VP, Sales

Signatures

/s/ Thomas Cox 05/07/2008

**Signature of 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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