#### Edgar Filing: GERSHWIND ERIK - Form 4

GERSHWII Form 4	ND ERIK										
May 04, 201	11										
FORM 4 UNITED STATES SECURITIES ANI					ND EX	СНА	NGE C	OMB APPROVAL			
				Washington, D.C. 20549						3235-0287	
Check tl if no lon subject t Section Form 4 o Form 5 obligatio may con	ger o 16. or Filed pur ons stinue.	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								January 31 Expires: 2005 Estimated average burden hours per response 0.5	
See Instr 1(b).	luction	()						-			
(Print or Type	Responses)										
GERSHWIND ERIK Symbol			INDUSTRIAL DIRECT CO				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of				of Earliest Transaction /Day/Year)				X Director 10% Owner X Officer (give title Other (specify below) below) EVP AND COO			
MELVILL	(Street) E, NY US 11747			endment, Da nth/Day/Year	-	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			(A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock, \$ 0.001 par value	05/03/2011			Code V	Amount 885	or (D) D	Price \$ 70.779 (1)	(Instr. 3 and 4) 53,170	D		
Class A Common Stock, \$ 0.001 par value	05/03/2011			S	2,000	D	\$ 71.141 (2)	51,170	D		

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

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# 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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									<b>.</b> .		
									Amount		
						Date	Expiration	<b>T</b> . 1	or		
						Exercisable	Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
		Director	10% Owner	Officer	Other			
GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS RD. MELVILLE, NY US 11747		Х		EVP AND COO				
Signatures								
/s/ Erik Gershwind	05/04/2011							

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

\*\* 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 885 shares in 14 separate transactions, ranging from \$70.70 to \$70.83 per share, resulting in a weighted average
(1) sale price per share of \$70.779. 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.

Represents the sale of 2,000 shares in 38 separate transactions, ranging from \$70.84 to \$71.73 per share, resulting in a weighted average(2) sale price per share of \$71.141. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

\*\*Signature of

Reporting Person

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