

MSC INDUSTRIAL DIRECT CO INC
Form SC 13G/A
February 14, 2008

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

MSC INDUSTRIAL DIRECT CO., INC.
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$.001 PER SHARE
(Title of Class of Securities)

553530 10 6
(CUSIP Number)

DECEMBER 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Person

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Mitchell Jacobson

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

United States

Number of Shares	(5)	Sole Voting Power	11,702,826
Beneficially	(6)	Shared Voting Power	0
Owned by Each	(7)	Sole Dispositive Power	11,702,826
Reporting Person	(8)	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

11,702,826

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

19.9%

12. Type of Reporting Person

IN

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AMENDMENT NO. 5 TO SCHEDULE 13G

This Amendment No. 5 to Schedule 13G is filed by Mitchell Jacobson ("Mr. Jacobson") to amend and restate in its entirety the Schedule 13G, originally filed on February 14, 1996, as amended by Amendment No. 1, filed on February 17, 2004, Amendment No. 2, filed on February 10, 2005, Amendment No. 3, filed on January 23, 2006 and Amendment No. 4. filed February 12, 2007, with respect to the Class A Common Stock (as defined below) of MSC Industrial Direct Co., Inc. (the "Company").

This Amendment No. 5 reflects shares beneficially owned by Mr. Jacobson and shares of the Company outstanding as of the date hereof.

Item 1. (a) NAME OF ISSUER

MSC Industrial Direct Co., Inc.

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(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

75 Maxess Road
Melville, New York 11747

Item 2. (a) NAME OF PERSON FILING

Mitchell Jacobson

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address of the principal business office of Mr. Jacobson is c/o MSC Industrial Direct Co., Inc., 75 Maxess Road, Melville, New York 11747.

(c) CITIZENSHIP

United States.

(d) TITLE OF CLASS OF SECURITIES

Class A Common Stock, par value \$.001 per share (the "Class A Common Stock")

(e) CUSIP NUMBER

553530 10 6

Item 3. Not applicable.

Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

Mr. Jacobson may be deemed to beneficially own 11,702,826 shares of Class A Common Stock as a result of his direct or indirect ownership of, and/or voting and dispositive power over:

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- (a) 130,169 shares of Class A Common Stock held by Mr. Jacobson;
- (b) 250,000 shares of Class A Common Stock issuable upon the exercise by Mr. Jacobson of vested options;
- (c) 71,951 shares of Class A Common Stock held by the Mitchell Jacobson 2005 Grantor Retained Annuity Trust #2, of which Mr. Jacobson is the settlor;
- (d) 5.033.827 shares of Class B Common Stock, par value \$.001 per share, that are convertible into shares of Class A Common Stock on a one-for-one basis (the "Class B Common Stock"), held by Mr. Jacobson;
- (e) 1,116,779 shares of Class B Common Stock held by the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust, of which Mr. Jacobson is the settlor;

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- (f) 23,460 shares of Class B Common Stock held by the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust #2, of which Mr. Jacobson is the settlor;
- (g) 548,280 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor Retained Annuity Trust #3, of which Mr. Jacobson is the settlor and trustee;
- (h) 872,480 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor Retained Annuity Trust #4, of which Mr. Jacobson is the settlor and trustee;
- (i) 416,458 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor Retained Annuity Trust #5, of which Mr. Jacobson is the settlor and trustee;
- (j) 439,422 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor Retained Annuity Trust #6, of which Mr. Jacobson is the settlor and trustee;
- (k) 300,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust #7, of which Mr. Jacobson is the settlor and trustee;
- (l) 250,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust #8, of which Mr. Jacobson is the settlor and trustee;

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- (m) 500,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust #9, of which Mr. Jacobson is the settlor and trustee;
- (n) 250,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust #10, of which Mr. Jacobson is the settlor and trustee;
- (o) 250,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust #11, of which Mr. Jacobson is the settlor and trustee;
- (p) 250,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust #12, of which Mr. Jacobson is the settlor and trustee;
- (q) 500,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust

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#13, of which Mr. Jacobson is the settlor and trustee;

(r) 500,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor retained Annuity Trust #14, of which Mr. Jacobson is the settlor and trustee; and

(s) 600,000 shares of Class B Common Stock held by the Mitchell L. Jacobson Grantor Retained Annuity Trust #15, of which Mr. Jacobson is the settlor and trustee.

Mr. Jacobson disclaims beneficial ownership of all shares of Class A Common Stock and Class B Common Stock held by the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust, the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust #2, the Mitchell L. Jacobson Grantor Retained Annuity Trust #3, the Mitchell L. Jacobson Grantor Retained Annuity Trust #4, the Mitchell L. Jacobson Grantor Retained Annuity Trust #5, the Mitchell L. Jacobson Grantor Retained Annuity Trust #6, the Mitchell L. Jacobson Grantor Retained Annuity Trust #7, the Mitchell L. Jacobson Grantor Retained Annuity Trust #8, the Mitchell L. Jacobson Grantor Retained Annuity Trust #9, the Mitchell L. Jacobson Grantor Retained Annuity Trust #10, the Mitchell L. Jacobson Grantor Retained Annuity Trust #11, the Mitchell L. Jacobson Grantor Retained Annuity Trust #12, the Mitchell L. Jacobson Grantor Retained Annuity Trust #13, the Mitchell L. Jacobson Grantor Retained Annuity Trust #14, and the Mitchell L. Jacobson Grantor Retained Annuity Trust #15.

(b) PERCENTAGE OWNED:

Based on calculations made in accordance with Rule 13d-3, and there being approximately 47,275,758 shares of Class A Common Stock outstanding (as reported by the Company in its Quarterly Report on Form 10-Q for the fiscal quarter ended December 1, 2007), Mr. Jacobson may be deemed to beneficially own approximately 19.9% of the outstanding Class A Common Stock.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS POWER TO DIRECT THE DISPOSITION:

(i) Sole voting power:	11,702,826
(ii) Shared voting power:	0
(iii) Sole dispositive power:	11,702,826
(iv) Shared dispositive power:	0

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

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Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to my best knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 14, 2008

By: /s/ J. Robert Small

J. Robert Small
Attorney-in-Fact