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MSC INDUSTRIAL DIRECT CO INC Form 4 November 30, 2012

FORM	۲									OMB AF	PPROVAL
	UNITE	D STATES				ND EXC D.C. 205		IGE C	COMMISSION	OMB Number:	3235-0287
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	er STAT 6. Filed j ¹⁵ Section 1	pursuant to S 17(a) of the	Section 16	SEC 6(a) of ility H	U RI the loldi	TIES Securitie	es Ex pany	chang Act of	NERSHIP OF e Act of 1934, f 1935 or Section 0	Expires: Estimated a burden hou response	-
(Print or Type R	Responses)										
JACOBSON MITCHELL Symbol			r Name and Ticker or Trading NDUSTRIAL DIRECT CO (SM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) NDUSTRIAL 75 MAXESS F		3. Date of (Month/Da 11/28/20	ay/Yea		nsaction			X Director Officer (give below)	title Othe below)	6 Owner er (specify
MELVILLE	(Street) , NY 11747		4. If Amer Filed(Mont			e Original			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	-	rson
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative Se	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Class A Common Stock	11/28/2012			Code	v	50,000		\$ 0 (1)	58,049	D	
Class A Common Stock	11/28/2012			G	V	35,000	D	\$0	23,049	D	
Class A Common									104,862	I	By Trust

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	Derivative Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Ins
				Code V	(A) (l	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(1)</u>	11/28/2012		С	50,	,000	<u>(1)</u>	(1)	Class A Common Stock	50,000	
Class B Common Stock	<u>(1)</u>						<u>(1)</u>	(1)	Class A Common Stock	<u>(1)</u>	
Class B Common Stock	<u>(1)</u>						<u>(1)</u>	<u>(1)</u>	Class A Common Stock	<u>(1)</u>	

Reporting Owners

Reporting Owner Name / Address		Relationships						
r g	Director	10% Owner	Officer	Other				
JACOBSON MITCHELL C/O MSC INDUSTRIAL DIRECT CO., 7 75 MAXESS ROAD MELVILLE, NY 11747	INC.	Х	Х					
Signatures								
/s/ J. Robert Small, Attorney-in-Fact	11/30	/2012						
**Signature of Reporting Person	Da	te						
Explanation of Respon	606							

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) The Class B Common Stock is convertible immediately in a one-for-one basis into shares of Class A Common Stock and does not expire.

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- (2) Such shares are owned by trusts for the benefit of the Reporting Person's son, of which the Reporting Person's spouse is a Trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- (3) The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of grantor retained annuity trusts. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

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.