

MANDEL STEPHEN F JR
Form 4
January 15, 2009

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 *
LONE PINE CAPITAL LLC

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)
01/13/2009

____ Director
____ Officer (give title below) Other (specify below)
____ 10% Owner
____ No longer 10% Owner

TWO GREENWICH PLAZA

(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

GREENWICH, CT 06830

(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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock, par value \$0.001 per share | 01/13/2009 | | S | | 155,000 | D | \$ 35 |
| | | | | | 4,668,117 | I | |
| | | | | | | | See Footnotes (1) (2) (3) (4) |
| Class A Common Stock, par value \$0.001 per share | 01/13/2009 | | S | | 280,000 | D | \$ 35.69 |
| | | | | | 4,388,117 | I | |
| | | | | | | | See Footnotes (1) (2) (3) (4) |

| | | | | | | | | |
|--|------------|---|--------|---|-------------|-----------|---|---|
| Class A Common Stock, par value \$0.001 per share | 01/13/2009 | S | 54,900 | D | \$ 35.48 | 4,333,217 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
|--|------------|---|--------|---|-------------|-----------|---|---|

| | | | | | | | | |
|--|------------|---|---------|---|-------|-----------|---|---|
| Class A Common Stock, par value \$0.001 per share | 01/13/2009 | S | 335,100 | D | \$ 35 | 3,998,117 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
|--|------------|---|---------|---|-------|-----------|---|---|

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)

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LONE PINE CAPITAL LLC
TWO GREENWICH PLAZA
GREENWICH, CT 06830

No longer 10% Owner

MANDEL STEPHEN F JR
TWO GREENWICH PLAZA
GREENWICH, CT 06830

No longer 10% Owner

Signatures

/s/ Stephen F.
Mandel, Jr.

01/15/2009

__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).

As of the end of the day on 1/13/2009, the total amount of 3,998,117 shares of the Issuer's Class A Common Stock, par value \$0.001 per share ("Common Stock") reported above represents (i) 39,891 shares held directly by Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"); (ii) 87,543 shares held directly by Lone Balsam, L.P., a Delaware limited partnership ("Lone Balsam"); (iii) 73,134 shares held directly by Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"); (iv) 1,773,365 shares held directly by Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade");

- (1) (continued from footnote (1)) (v) 136,412 shares held directly by Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"); (vi) 907,548 shares held directly by Lone Cypress, Ltd., a Cayman Islands exempted company ("Lone Cypress"); (vii) 758,553 shares held directly by Lone Kauri, Ltd., a Cayman Islands exempted company ("Lone Kauri"); (viii) and 221,671 shares held directly by Lone Monterey Master Fund, Ltd., a Cayman Islands exempted company ("Lone Monterey").

- (2) Lone Pine Capital LLC serves as investment manager to, and has investment discretion over the shares of Common Stock held by, Lone Cypress, Lone Kauri and Lone Monterey. Lone Pine Associates LLC serves as the general partner of, and has investment discretion over the shares of Common Stock held by, Lone Spruce, Lone Balsam and Lone Sequoia. Lone Pine Members LLC serves as the general partner of, and has investment discretion over the securities held by, Lone Cascade and Lone Sierra. Stephen F. Mandel, Jr. is the managing member of Lone Pine Capital LLC, Lone Pine Associates LLC and Lone Pine Members LLC.

- (3) Lone Pine Capital LLC, Lone Pine Associates LLC, Lone Pine Members LLC and Stephen F. Mandel, Jr. each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 4 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

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.