

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 April 20, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 GERSHWIND ERIK

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)  
 04/18/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Product Mgmt & Marketing

C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD

(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

MELVILLE, NY 11747

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	04/18/2006		S	885	D	\$ 52	73,450	D
Class A Common Stock	04/18/2006		S	45	D	\$ 52.01	73,405	D
Class A Common Stock	04/18/2006		S	270	D	\$ 52.03	73,135	D
Class A Common Stock	04/18/2006		S	15	D	\$	73,120	D

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Common Stock						52.06		
Class A Common Stock	04/18/2006	S	15	D	\$ 52.07	73,105		D
Class A Common Stock	04/18/2006	S	120	D	\$ 52.08	72,985		D
Class A Common Stock	04/18/2006	S	105	D	\$ 52.09	72,880		D
Class A Common Stock	04/18/2006	S	240	D	\$ 52.1	72,640		D
Class A Common Stock	04/18/2006	S	105	D	\$ 52.11	72,535		D
Class A Common Stock	04/18/2006	S	315	D	\$ 52.12	72,220		D
Class A Common Stock	04/18/2006	S	240	D	\$ 52.13	71,980		D
Class A Common Stock	04/18/2006	S	780	D	\$ 52.14	71,200		D
Class A Common Stock	04/18/2006	S	1,095	D	\$ 52.15	70,105		D
Class A Common Stock	04/18/2006	S	300	D	\$ 52.16	69,805		D
Class A Common Stock	04/18/2006	S	855	D	\$ 52.17	68,950		D
Class A Common Stock	04/18/2006	S	330	D	\$ 52.18	68,620		D
Class A Common Stock	04/18/2006	S	315	D	\$ 52.19	68,305		D
Class A Common Stock	04/18/2006	S	615	D	\$ 52.2	67,690		D

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Class A Common Stock	04/18/2006	S	195	D	\$ 52.21	67,495	D
Class A Common Stock	04/18/2006	S	720	D	\$ 52.22	66,775	D
Class A Common Stock	04/18/2006	S	90	D	\$ 52.23	66,685	D
Class A Common Stock	04/18/2006	S	30	D	\$ 52.24	66,655	D
Class A Common Stock	04/18/2006	S	3,375	D	\$ 52.25	63,280	D
Class A Common Stock	04/18/2006	S	1,065	D	\$ 52.26	62,215	D
Class A Common Stock	04/18/2006	S	495	D	\$ 52.27	61,720	D
Class A Common Stock	04/18/2006	S	225	D	\$ 52.28	61,495	D
Class A Common Stock	04/18/2006	S	570	D	\$ 52.29	60,925	D
Class A Common Stock	04/18/2006	S	1,140	D	\$ 52.3	59,785	D
Class A Common Stock	04/18/2006	S	495	D	\$ 52.31	59,290	D
Class A Common Stock	04/18/2006	S	150	D	\$ 52.32	59,140	D

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

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(9-02)

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747			SVP, Product Mgmnt & Marketing	

## Signatures

/s/ J. Robert Small, Attorney-in-Fact 04/20/2006

\*\*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).

### Remarks:

1 of 2 Form 4's

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