

MSC INDUSTRIAL DIRECT CO INC  
Form 4  
April 05, 2006

**FORM 4**

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COX THOMAS

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP of Sales

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/03/2006

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

(Last) (First) (Middle) (Street) (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: Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock, \$.001 par value | 04/03/2006                           |  | M                              | 10,000  | A \$ 7.75   | 21,693   | D  |
| Class A Common Stock, \$.001 par value | 04/03/2006                           |  | M                              | 2,826   | A \$ 13.9375  | 24,519   | D  |
| Class A Common                         | 04/03/2006                           |  | M                              | 12,000  | A \$ 14.5   | 36,519   | D  |

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|   |            |   |       |   |          |        |   |
|---|------------|---|-------|---|----------|--------|---|
| Stock,<br>\$.001 par<br>value                                     |            |   |       |   |          |        |   |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 300   | D | \$ 52.69 | 36,219 | D |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 600   | D | \$ 52.7  | 35,619 | D |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 300   | D | \$ 52.71 | 35,319 | D |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 400   | D | \$ 52.72 | 34,919 | D |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 1,500 | D | \$ 52.74 | 33,419 | D |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 700   | D | \$ 52.75 | 32,719 | D |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 100   | D | \$ 52.76 | 32,619 | D |
| Class A<br>Common<br>Stock,<br>\$.001 par<br>value <sup>(6)</sup> | 04/03/2006 | S | 100   | D | \$ 52.77 | 32,519 | D |
| Class A<br>Common<br>Stock,                                       | 04/03/2006 | S | 900   | D | \$ 52.78 | 31,619 | D |

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |         |        |   |
|--------|------------|---|-----|---|---------|--------|---|
| Stock, | 04/03/2006 | S | 400 | D | \$ 52.8 | 31,219 | D |
|--------|------------|---|-----|---|---------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |          |        |   |
|--------|------------|---|-----|---|----------|--------|---|
| Stock, | 04/03/2006 | S | 500 | D | \$ 52.81 | 30,719 | D |
|--------|------------|---|-----|---|----------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |          |        |   |
|--------|------------|---|-----|---|----------|--------|---|
| Stock, | 04/03/2006 | S | 100 | D | \$ 52.84 | 30,619 | D |
|--------|------------|---|-----|---|----------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |          |        |   |
|--------|------------|---|-----|---|----------|--------|---|
| Stock, | 04/03/2006 | S | 400 | D | \$ 52.89 | 30,219 | D |
|--------|------------|---|-----|---|----------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |         |        |   |
|--------|------------|---|-----|---|---------|--------|---|
| Stock, | 04/03/2006 | S | 400 | D | \$ 52.9 | 29,819 | D |
|--------|------------|---|-----|---|---------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |          |        |   |
|--------|------------|---|-----|---|----------|--------|---|
| Stock, | 04/03/2006 | S | 200 | D | \$ 52.93 | 29,619 | D |
|--------|------------|---|-----|---|----------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |          |        |   |
|--------|------------|---|-----|---|----------|--------|---|
| Stock, | 04/03/2006 | S | 500 | D | \$ 52.94 | 29,119 | D |
|--------|------------|---|-----|---|----------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |          |        |   |
|--------|------------|---|-----|---|----------|--------|---|
| Stock, | 04/03/2006 | S | 400 | D | \$ 52.95 | 28,719 | D |
|--------|------------|---|-----|---|----------|--------|---|

\$.001 par  
value <sup>(6)</sup>

Class A  
Common

|        |            |   |     |   |          |        |   |
|--------|------------|---|-----|---|----------|--------|---|
| Stock, | 04/03/2006 | S | 500 | D | \$ 52.96 | 28,219 | D |
|--------|------------|---|-----|---|----------|--------|---|

\$.001 par

value <sup>(6)</sup>Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

400

D

\$ 52.97

27,819

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

100

D

\$ 52.98

27,719

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

100

D

\$ 52.99

27,619

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

200

D

\$ 53.04

27,419

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

100

D

\$ 53.05

27,319

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

300

D

\$ 53.06

27,019

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

300

D

\$ 53.12

26,719

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

800

D

\$ 53.15

25,919

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

200

D

\$ 53.25

25,719

D

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) <sup>(1)</sup>      | \$ 7.75  | 04/03/2006                           |  | M                              | 10,000  | <sup>(2)</sup> 10/19/2009                                | See Footnote <sup>(5)</sup>                                   | 10,000                        |
| Options (right to buy) <sup>(1)</sup>      | \$ 13.9375   | 04/03/2006                           |  | M                              | 2,826   | <sup>(3)</sup> 11/09/2010                                | See Footnote <sup>(5)</sup>                                   | 2,826                         |
| Options (right to buy) <sup>(1)</sup>      | \$ 14.5  | 04/03/2006                           |  | M                              | 12,000  | <sup>(4)</sup> 09/21/2011                                | See Footnote <sup>(5)</sup>                                   | 12,000                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |              |       |
|--------------------------------|---------------|-----------|--------------|-------|
|                                | Director      | 10% Owner | Officer      | Other |
| COX THOMAS                     |               |           | EVP of Sales |       |

## Signatures

/s/ Thomas Cox                      04/05/2006  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Options to Purchase Issuer's Class A common stock, \$.001 par value

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(2) An option to purchase 50,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person under the Issuer's 1998 Stock Option Plan. One fifth of such option became exercisable on each of October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.

(3) An option to purchase 50,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person under the Issuer's 1998 Stock Option Plan. One fifth of such option became exercisable on each of October 19, 2001, October 19, 2002, October 19, 2003, October 19, 2004 and October 19, 2005

(4) An option to purchase 60,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004 and September 21, 2005. The balance of such option becomes exercisable on September 21, 2006.

(5) Class A Common Stock, \$.001 par value.

(6) Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transaction on one Form 4, the Reporting Person is filing 3 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 1st Form 4 of the 3 filings

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

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