

MSC INDUSTRIAL DIRECT CO INC

Form 4

April 17, 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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Number: 3235-0287  
Expires: January 31,  
2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GERSHWIND ERIK**

(Last) (First) (Middle)

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

(Street)

**MELVILLE, NY 11747**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**MSC INDUSTRIAL DIRECT CO  
INC [MSM]**

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

**04/13/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting  
Person

**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 (A) or (D) Price		
Class A Common Stock	04/13/2006		S		240 \$ 51.36	84,715	D
Class A Common Stock	04/13/2006		S		165 \$ 51.37	84,550	D
Class A Common Stock	04/13/2006		S		405 \$ 51.38	84,145	D
Class A	04/13/2006		S		120 \$	84,025	D

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Common Stock						51.39		
Class A Common Stock	04/13/2006	S	330	D	\$ 51.4	83,695	D	
Class A Common Stock	04/13/2006	S	135	D	\$ 51.41	83,560	D	
Class A Common Stock	04/13/2006	S	360	D	\$ 51.42	83,200	D	
Class A Common Stock	04/13/2006	S	300	D	\$ 51.43	82,900	D	
Class A Common Stock	04/13/2006	S	225	D	\$ 51.44	82,675	D	
Class A Common Stock	04/13/2006	S	270	D	\$ 51.45	82,405	D	
Class A Common Stock	04/13/2006	S	15	D	\$ 51.46	82,390	D	
Class A Common Stock	04/13/2006	S	90	D	\$ 51.47	82,300	D	
Class A Common Stock	04/13/2006	S	150	D	\$ 51.48	82,150	D	
Class A Common Stock	04/13/2006	S	60	D	\$ 51.49	82,090	D	
Class A Common Stock	04/13/2006	S	1,785	D	\$ 51.5	80,305	D	
Class A Common Stock	04/13/2006	S	525	D	\$ 51.51	79,780	D	
Class A Common Stock	04/13/2006	S	540	D	\$ 51.52	79,240	D	
Class A Common Stock	04/13/2006	S	285	D	\$ 51.53	78,955	D	

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Class A Common Stock	04/13/2006	S	180	D	\$ 51.54	78,775	D
Class A Common Stock	04/13/2006	S	735	D	\$ 51.55	78,040	D
Class A Common Stock	04/13/2006	S	165	D	\$ 51.56	77,875	D
Class A Common Stock	04/13/2006	S	315	D	\$ 51.57	77,560	D
Class A Common Stock	04/13/2006	S	210	D	\$ 51.58	77,350	D
Class A Common Stock	04/13/2006	S	270	D	\$ 51.59	77,080	D
Class A Common Stock	04/13/2006	S	540	D	\$ 51.6	76,540	D
Class A Common Stock	04/13/2006	S	255	D	\$ 51.61	76,285	D
Class A Common Stock	04/13/2006	S	45	D	\$ 51.62	76,240	D
Class A Common Stock	04/13/2006	S	90	D	\$ 51.63	76,150	D
Class A Common Stock	04/13/2006	S	45	D	\$ 51.64	76,105	D
Class A Common Stock	04/13/2006	S	60	D	\$ 51.65	76,045	D

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

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SEC 1474  
(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. Nu Deriv Secur Bene Own Follo Repor 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
<p> <b>GERSHWIND ERIK</b>  <b>C/O MSC INDUSTRIAL DIRECT CO., INC.</b>  <b>75 MAXESS ROAD</b>  <b>MELVILLE, NY 11747</b> </p>	<p>SVP, Product Mgmnt &amp; Marketing</p>

## Signatures

/s/ J. Robert Small,  
Attorney-in-Fact 04/14/2006

\*\*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:

2 of 3 Forms 4

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