

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 April 25, 2006

**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 \*  
**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)  
**04/21/2006**

\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	04/21/2006		A	25,000	A	\$ 0 <sup>(1)</sup>	40,325 D
Class A Common Stock	04/21/2006		S	3,350	D	\$ 53	36,975 D
Class A Common Stock	04/21/2006		S	300	D	\$ 53.01	36,675 D
Class A Common Stock	04/21/2006		S	555	D	\$	36,120 D

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Common Stock						53.02	
Class A Common Stock	04/21/2006	S	450	D	\$ 53.03	35,670	D
Class A Common Stock	04/21/2006	S	2,220	D	\$ 53.04	33,450	D
Class A Common Stock	04/21/2006	S	120	D	\$ 53.05	33,330	D
Class A Common Stock	04/21/2006	S	585	D	\$ 53.06	32,745	D
Class A Common Stock	04/21/2006	S	180	D	\$ 53.07	32,565	D
Class A Common Stock	04/21/2006	S	255	D	\$ 53.08	32,310	D
Class A Common Stock	04/21/2006	S	300	D	\$ 53.09	32,010	D
Class A Common Stock	04/21/2006	S	1,635	D	\$ 53.1	30,375	D
Class A Common Stock	04/21/2006	S	45	D	\$ 53.11	30,330	D
Class A Common Stock	04/21/2006	S	30	D	\$ 53.14	30,300	D
Class A Common Stock	04/21/2006	S	60	D	\$ 53.15	30,240	D

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.**

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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. P Deriv Sec (Ins			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	04/21/2006		C	25,000	(3)	(3)			Class A Common Stock	25,000

## 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

04/25/2006

\_\_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).
- (1) The shares of Class A Common Stock reported as being acquired by the Reporting Person on this report were acquired upon conversion of Class B Common Stock held by the Reporting Person.
- (2) The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis.
- (3) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire.

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