

MSC INDUSTRIAL DIRECT CO INC  
Form 4  
April 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
SANDLER DAVID

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)  
04/03/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD

(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)
			Code	V	Amount or Price		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006		S		200 D \$ 52.28	86,567	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006		S		400 D \$ 52.29	86,167	D
	04/03/2006		S		400 D	85,767	D

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Class A Common Stock, \$.001 par value <sup>(1)</sup>					\$			
					52.31			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	700	D	\$	52.36	85,067	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$	52.38	84,967	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	52.4	84,667	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	200	D	\$	52.41	84,467	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	400	D	\$	52.46	84,067	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$	52.47	83,967	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$	52.48	83,867	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	1,900	D	\$	52.5	81,967	D
	04/03/2006	S	1,100	D			80,867	D

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Class A Common Stock, \$.001 par value <sup>(1)</sup>					\$			
					52.51			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	500	D	\$	80,367	D	
					52.52			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	80,067	D	
					52.53			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	200	D	\$	79,867	D	
					52.54			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	700	D	\$	79,167	D	
					52.55			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	78,867	D	
					52.57			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	400	D	\$	78,467	D	
					52.58			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	78,167	D	
					52.59			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	600	D	\$	77,567	D	
					52.6			
	04/03/2006	S	200	D		77,367	D	

Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Class A Common Stock, \$.001 par value <sup>(1)</sup>					\$			
					52.61			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	600	D	\$	76,767		D
					52.62			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	76,467		D
					52.63			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	76,167		D
					52.65			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	700	D	\$	75,467		D
					52.75			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	75,167		D
					52.76			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	200	D	\$	74,967		D
					52.77			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	200	D	\$	74,767		D
					52.82			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$	74,667		D
					53			
	04/03/2006	S	200	D		74,467		D



## Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

- (1) Person is filing 4 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 2nd Form 4 of the 4 filings

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.