

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 *
 McGuire Eileen

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)
 SVP, Human Resources

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$.001 par value	04/03/2006		M	11,724	A \$ 13.9375	21,361	D
Class A Common Stock, \$.001 par value ⁽⁴⁾	04/03/2006		S	700	D \$ 53.15	20,661	D
	04/03/2006		S	100	D \$ 53.25	20,561	D

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Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 1,200 D \$ 53.31 19,361 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 100 D \$ 53.37 19,261 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 2,300 D \$ 53.5 16,961 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 400 D \$ 53.51 16,561 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 300 D \$ 53.52 16,261 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 100 D \$ 53.54 16,161 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 400 D \$ 53.55 15,761 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 400 D \$ 53.56 15,361 D

04/03/2006 S 400 D \$ 53.57 14,961 D

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Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 300 D \$ 53.58 14,661 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 600 D \$ 53.59 14,061 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 200 D \$ 53.6 13,861 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 600 D \$ 53.74 13,261 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 300 D \$ 53.75 12,961 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 500 D \$ 53.76 12,461 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 100 D \$ 53.77 12,361 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 200 D \$ 53.81 12,161 D

04/03/2006 S 100 D \$ 53.82 12,061 D

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Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 200 D \$ 53.83 11,861 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 400 D \$ 53.85 11,461 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 100 D \$ 53.86 11,361 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 100 D \$ 53.91 11,261 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 300 D \$ 53.95 10,961 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 100 D \$ 53.96 10,861 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 200 D \$ 53.97 10,661 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

04/03/2006 S 524 D \$ 53.99 10,137 D

04/03/2006 S 300 D \$ 54 9,837 D

Class A
Common
Stock,
\$.001 par
value ⁽⁴⁾

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)

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) ⁽¹⁾	\$ 13.9375	04/03/2006		M	11,724	⁽²⁾ 11/09/2010	See Footnote ⁽³⁾	11,724

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McGuire Eileen
C/O MSC INDUSTRIAL DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE, NY 11747

SVP, Human Resources

Signatures

/s/ Eileen McGuire 04/05/2006

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

An option to purchase 30,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under

(2) the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003, November 9, 2004 and November 9, 2005.

(3) Class A common stock, \$.001 par value

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

(4) Person is filing 2 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 2 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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