

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 April 24, 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 \*  
**JACOBSON MITCHELL**

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)  
**04/20/2006**

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 130,169   | D  |                                   |
| Class A Common Stock            | 04/20/2006                           |  | S                              | 82 D \$ 53.11   | 238,033   | I (1)  | By trust                          |
| Class A Common Stock            | 04/20/2006                           |  | S                              | 205 D \$ 53.12  | 237,828   | I (1)  | By trust                          |
| Class A Common Stock            | 04/20/2006                           |  | S                              | 287 D \$  | 237,541   | I (1)  | By trust                          |

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|                      |            |   |     |   |          |         |                  |          |
|----------------------|------------|---|-----|---|----------|---------|------------------|----------|
| Common Stock         |            |   |     |   |          | 53.13   |                  |          |
| Class A Common Stock | 04/20/2006 | S | 246 | D | \$ 53.14 | 237,295 | I <sup>(1)</sup> | By trust |
| Class A Common Stock | 04/20/2006 | S | 533 | D | \$ 53.15 | 236,762 | I <sup>(1)</sup> | By trust |
| Class A Common Stock | 04/20/2006 | S | 574 | D | \$ 53.16 | 236,188 | I <sup>(1)</sup> | By trust |
| Class A Common Stock | 04/20/2006 | S | 41  | D | \$ 53.17 | 236,147 | I <sup>(1)</sup> | By trust |
| Class A Common Stock | 04/20/2006 | S | 246 | D | \$ 53.18 | 235,901 | I <sup>(1)</sup> | By trust |
| Class A Common Stock | 04/20/2006 | S | 820 | D | \$ 53.2  | 235,081 | I <sup>(1)</sup> | By trust |
| Class A Common Stock | 04/20/2006 | S | 82  | D | \$ 53.21 | 234,999 | I <sup>(1)</sup> | By trust |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| JACOBSON MITCHELL<br>MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY 11747 | X             | X         |         |       |

## Signatures

/s/ J. Robert Small,  
Attorney-in-Fact

04/24/2006

\*\*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).
- The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of the Mitchell L. Jacobson 2005 Grantor (1) Retained Annuity Trust #2 (the "Jacobson 2005 GRAT 2"). The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson 2005 GRAT 2.

### Remarks:

2 of 2 Form 4's

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