

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 April 21, 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)  
**C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/19/2006**

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

**MELVILLE, NY 11747**

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

(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)	Price		
Class A Common Stock	04/19/2006		S	1,140	D \$ 52.55	38,545	D
Class A Common Stock	04/19/2006		S	45	D \$ 52.56	38,500	D
Class A Common Stock	04/19/2006		S	150	D \$ 52.57	38,350	D
Class A Common Stock	04/19/2006		S	225	D \$	38,125	D

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Common Stock						52.58		
Class A Common Stock	04/19/2006	S	525	D	\$ 52.59	37,600	D	
Class A Common Stock	04/19/2006	S	915	D	\$ 52.6	36,685	D	
Class A Common Stock	04/19/2006	S	15	D	\$ 52.61	36,670	D	
Class A Common Stock	04/19/2006	S	15	D	\$ 52.63	36,655	D	
Class A Common Stock	04/19/2006	S	285	D	\$ 52.64	36,370	D	
Class A Common Stock	04/19/2006	S	1,755	D	\$ 52.65	34,615	D	
Class A Common Stock	04/19/2006	S	1,590	D	\$ 52.7	33,025	D	
Class A Common Stock	04/19/2006	S	30	D	\$ 52.71	32,995	D	
Class A Common Stock	04/19/2006	S	90	D	\$ 52.72	32,905	D	
Class A Common Stock	04/19/2006	S	15	D	\$ 52.73	32,890	D	
Class A Common Stock	04/19/2006	S	90	D	\$ 52.74	32,800	D	
Class A Common Stock	04/19/2006	S	690	D	\$ 52.75	32,110	D	
Class A Common Stock	04/19/2006	S	645	D	\$ 52.76	31,465	D	
Class A Common Stock	04/19/2006	S	915	D	\$ 52.77	30,550	D	

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Class A Common Stock	04/19/2006	S	270	D	\$ 52.78	30,280	D
Class A Common Stock	04/19/2006	S	1,410	D	\$ 52.79	28,870	D
Class A Common Stock	04/19/2006	S	4,125	D	\$ 52.8	24,745	D
Class A Common Stock	04/19/2006	S	525	D	\$ 52.81	24,220	D

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 (Instr. 5)
						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

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

04/20/2006

\_\_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 2 Form 4's

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