

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  
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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 \*  
**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)  
**C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/03/2006**

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

**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, \$.001 par value <sup>(1)</sup>	04/03/2006		S	200	D \$ 53.12	74,267	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006		S	800	D \$ 53.15	73,467	D
	04/03/2006		S	100	D	73,367	D

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Class A Common Stock, \$.001 par value <sup>(1)</sup>					\$		
					53.25		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	1,500	D	\$	71,867	D
					53.31		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$	71,767	D
					53.36		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	71,467	D
					53.37		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	800	D	\$	70,667	D
					53.5		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	400	D	\$	70,267	D
					53.51		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	69,967	D
					53.52		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$	69,867	D
					53.54		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	1,000	D	\$	68,867	D
					53.55		
	04/03/2006	S	500	D		68,367	D

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Class A Common Stock, \$.001 par value <sup>(1)</sup>					\$			
					53.56			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	68,067		D
					53.57			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	67,767		D
					53.58			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	600	D	\$	67,167		D
					53.59			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	600	D	\$	66,567		D
					53.6			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$	66,467		D
					53.61			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	700	D	\$	65,767		D
					53.74			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$	65,467		D
					53.75			
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	600	D	\$	64,867		D
					53.76			
	04/03/2006	S	100	D		64,767		D

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Class A Common Stock, \$.001 par value <sup>(1)</sup>					\$ 53.77		
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$ 53.81	64,467	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$ 53.82	64,367	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	200	D	\$ 53.83	64,167	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	400	D	\$ 53.85	63,767	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$ 53.86	63,667	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$ 53.91	63,567	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	300	D	\$ 53.95	63,267	D
Class A Common Stock, \$.001 par value <sup>(1)</sup>	04/03/2006	S	100	D	\$ 53.96	63,167	D
	04/03/2006	S	200	D		62,967	D



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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 3rd 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.

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