

MSC INDUSTRIAL DIRECT CO INC  
 Form 4  
 October 18, 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 \*  
 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)

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

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

10/16/2006

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

MELVILLE, NY 11747

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   |  |                                   |
|  |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock, \$.001 par value | 10/16/2006                           |  | A                              | (1)   | 13,675  | A  | \$ 0 79,674 D                     |
| Class A Common Stock, \$.001 par value |                                      |  |                                |   |   | I  | 2,000 See Footnote (4)            |

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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) |                  |                 |                             |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                       | Amount or Number of Shares |
| Options (right to buy) <sup>(2)</sup>      | \$ 42.78   | 10/16/2006                           |  | A                              |   | 130,000  |   | <sup>(3)</sup>   | 10/16/2013      | See footnote <sup>(2)</sup> | 130,000                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| SANDLER DAVID<br>C/O MSC INDUSTRIAL DIRECT CO INC<br>75 MAXESS RD<br>MELVILLE, NY 11747 | X             |           | President and CEO |       |

## Signatures

/s/ David Sandler  
10/18/2006

                     \*\*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).
- These shares were granted under the Issuer's 2005 Omnibus Equity Plan, and are subject to restrictions on transfer that terminate as follows:
- (1) one-half of such shares may be sold on or after October 16, 2009, an additional one-quarter may be sold on or after October 16, 2010 and an additional one-quarter may be sold on or after October 16, 2011.
  - (2) Class A common stock, \$.001 par value.
  - (3) Options to purchase 32,500 shares of Class A Common Stock are exercisable on October 16, 2007, 32,500 shares of Class A Common Stock are exercisable on October 16, 2008, 32,500 shares of Class A Common Stock are exercisable on October 16, 2009 and 32,500 shares of Class A Common Stock are exercisable on October 16, 2010.
  - (4) Held in trust for the benefit of the Reporting Person's children.

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