

MSC INDUSTRIAL DIRECT CO INC  
Form 4  
April 21, 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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or 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<br>Stock            |            |   |       |   |             | 52.58  |   |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 525   | D | \$<br>52.59 | 37,600 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 915   | D | \$ 52.6     | 36,685 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 15    | D | \$<br>52.61 | 36,670 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 15    | D | \$<br>52.63 | 36,655 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 285   | D | \$<br>52.64 | 36,370 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 1,755 | D | \$<br>52.65 | 34,615 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 1,590 | D | \$ 52.7     | 33,025 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 30    | D | \$<br>52.71 | 32,995 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 90    | D | \$<br>52.72 | 32,905 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 15    | D | \$<br>52.73 | 32,890 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 90    | D | \$<br>52.74 | 32,800 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 690   | D | \$<br>52.75 | 32,110 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 645   | D | \$<br>52.76 | 31,465 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 915   | D | \$<br>52.77 | 30,550 | D |

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|                            |            |   |       |   |             |        |   |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A<br>Common<br>Stock | 04/19/2006 | S | 270   | D | \$<br>52.78 | 30,280 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 1,410 | D | \$<br>52.79 | 28,870 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 4,125 | D | \$ 52.8     | 24,745 | D |
| Class A<br>Common<br>Stock | 04/19/2006 | S | 525   | D | \$<br>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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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>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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