

MSC INDUSTRIAL DIRECT CO INC
Form 4
April 10, 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)
04/06/2006

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock					130,169	D	
Class A Common Stock	04/06/2006		C	500,000	A \$ 0 ⁽¹⁾	549,100	I ⁽²⁾ By trust
Class A Common Stock	04/06/2006		S	533	D \$ 52.86	548,567	I ⁽²⁾ By trust
Class A Common Stock	04/06/2006		S	451	D \$	548,116	I ⁽²⁾ By trust

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Common Stock						52.85			
Class A Common Stock	04/06/2006	S	369	D	\$ 52.84	547,747	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	123	D	\$ 52.83	547,624	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	410	D	\$ 52.82	547,214	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	205	D	\$ 52.81	547,009	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	902	D	\$ 52.8	546,107	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	205	D	\$ 52.79	545,902	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	205	D	\$ 52.78	545,697	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	164	D	\$ 52.77	545,533	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	164	D	\$ 52.76	545,369	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	5,412	D	\$ 52.75	539,957	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	2,337	D	\$ 52.7	537,620	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	1,640	D	\$ 52.69	535,980	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	205	D	\$ 52.68	535,775	I ⁽²⁾	By trust	
Class A Common Stock	04/06/2006	S	287	D	\$ 52.67	535,488	I ⁽²⁾	By trust	

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Class A Common Stock	04/06/2006	S	287	D	\$ 52.66	535,201	I ⁽²⁾	By trust
Class A Common Stock	04/06/2006	S	287	D	\$ 52.65	534,914	I ⁽²⁾	By trust
Class A Common Stock	04/06/2006	S	492	D	\$ 52.64	534,422	I ⁽²⁾	By trust
Class A Common Stock	04/06/2006	S	451	D	\$ 52.63	533,971	I ⁽²⁾	By trust
Class A Common Stock	04/06/2006	S	574	D	\$ 52.62	533,397	I ⁽²⁾	By trust
Class A Common Stock	04/06/2006	S	246	D	\$ 52.61	533,151	I ⁽²⁾	By trust
Class A Common Stock	04/06/2006	S	14,801	D	\$ 52.6	518,350	I ⁽²⁾	By trust

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

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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
Class B Common Stock	(3)	04/06/2006		C		500,000		(4)	(4)	Class A Common Stock	500,000
Class B Common Stock	(3)							(4)	(4)	Class A Common Stock	3,000,000

Class B Common Stock	(3)	(4)	(4)	Class A Common Stock	946,246
Class B Common Stock	(3)	(4)	(4)	Class A Common Stock	7,650,706

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X	Chairman and CEO	

Signatures

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

04/10/2006

__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).
- (1) The shares of Class A Common Stock reported as being acquired by the Reporting Person on this report were acquired upon conversion of Class B Common Stock held by the Reporting Person.
The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of the Mitchell L. Jacobson 2005 Grantor 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.
- (2) The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis.
- (3) The Class B Common Stock is immediately convertible into Class A Common Stock and does not expire.
The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of the Mitchell L. Jacobson 2005 Grantor Retained Annuity Trust (the "Jacobson 2005 GRAT"). The Reporting Person disclaims beneficial ownership of the shares owned by the Jacobson 2005 GRAT.
- (4) The Reporting Person may be deemed to beneficially own such shares as Trustee of the Marjorie Diane Gershwind 1994 Qualified Fifteen Year Annuity Interest Trust (the "Gershwind 1994 Trust"). The Reporting Person disclaims beneficial ownership of the shares owned by the Gershwind 1994 Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.