

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 April 05, 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)
04/03/2006

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

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

(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, \$.001 par value | 04/03/2006 | | M | | 10,000 A \$ 14.5 | 77,967 | D |
| Class A Common Stock, \$.001 par value | 04/03/2006 | | M | | 20,000 A \$ 23.41 | 97,967 | D |
| | 04/03/2006 | | S | | 400 D | 97,567 | D |

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| | | | | | | | | |
|---|------------|---|-----|---|-------|--------|--|---|
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | | | | | \$ | | | |
| | | | | | 51.28 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 300 | D | \$ | 97,267 | | D |
| | | | | | 51.31 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 100 | D | \$ | 97,167 | | D |
| | | | | | 51.34 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 100 | D | \$ | 97,067 | | D |
| | | | | | 51.35 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 400 | D | \$ | 96,667 | | D |
| | | | | | 51.37 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 300 | D | \$ | 96,367 | | D |
| | | | | | 51.38 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 800 | D | \$ | 95,567 | | D |
| | | | | | 51.4 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 400 | D | \$ | 95,167 | | D |
| | | | | | 51.41 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 300 | D | \$ | 94,867 | | D |
| | | | | | 51.45 | | | |
| | 04/03/2006 | S | 800 | D | | 94,067 | | D |

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|---|------------|---|-------|---|----------|--------|--|---|
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | | | | | \$ | | | |
| | | | | | 51.46 | | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 100 | D | \$ 51.5 | 93,967 | | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 200 | D | \$ 51.65 | 93,767 | | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 200 | D | \$ 51.66 | 93,567 | | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 100 | D | \$ 51.67 | 93,467 | | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 1,000 | D | \$ 51.68 | 92,467 | | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 200 | D | \$ 51.69 | 92,267 | | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 700 | D | \$ 51.7 | 91,567 | | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 600 | D | \$ 51.73 | 90,967 | | D |
| | 04/03/2006 | S | 600 | D | | 90,367 | | D |

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| | | | | | | | |
|---|------------|---|-----|---|-------------|--------|---|
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | | | | | \$ 51.78 | | |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 400 | D | \$ 51.79 | 89,967 | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 400 | D | \$ 51.82 | 89,567 | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 600 | D | \$ 51.9 | 88,967 | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 400 | D | \$ 51.93 | 88,567 | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 600 | D | \$ 51.98 | 87,967 | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 300 | D | \$ 52.02 | 87,667 | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 300 | D | \$ 52.04 | 87,367 | D |
| Class A Common Stock, \$.001 par value ⁽⁵⁾ | 04/03/2006 | S | 400 | D | \$ 52.1 | 86,967 | D |
| | 04/03/2006 | S | 200 | D | \$ 52.2 | 86,767 | D |

Class A
Common
Stock,
\$.001 par
value ⁽⁵⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) ⁽¹⁾ | \$ 14.5 | 04/03/2006 | | M | 10,000 | ⁽²⁾ 09/21/2011 | See Footnote ⁽⁴⁾ | 10,000 |
| Options (right to buy) ⁽¹⁾ | \$ 23.41 | 04/03/2006 | | M | 20,000 | ⁽³⁾ 10/19/2013 | See Footnote ⁽⁴⁾ | 20,000 |

Reporting Owners

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

Signatures

/s/ David
Sandler

04/05/2006

**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) Options to Purchase Issuer's Class A common stock, \$.001 par value

An option to purchase 175,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, and September 21, 2005. The balance of such option becomes exercisable on September 21, 2006.

(3) An option to purchase 70,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person under the Issuer's 2001 Stock Option Plan. One fifth of such option became exercisable on each of October 20, 2004, and October 20, 2005. The balance of such option becomes exercisable in one-fifth installments on each of October 20, 2006, October 20, 2007 and October 20, 2008.

(4) Class A Common Stock, \$.001 par value

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

(5) 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 1st 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.

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.