

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 \*  
COX THOMAS

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)  
  
  
  
(Street)  
  
  
(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/16/2006

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

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

### 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 Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount (A) or (D)	Price		
Class A Common Stock, \$.001 par value	10/16/2006		A	<u>5,844</u> (1)	<u>A</u> (1) \$ 0	20,263	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 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) <sup>(2)</sup>	\$ 42.78	10/16/2006		A	40,000	<sup>(3)</sup> 10/16/2013	See footnote <sup>(2)</sup>	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX THOMAS			EVP of Sales	

## Signatures

/s/ Thomas Cox 10/18/2006

<sup>(2)</sup>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

(1) follows: 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.

Options to purchase 10,000 shares of Class A Common Stock are exercisable on October 16, 2007, 10,000 shares of Class A Common

(3) Stock are exercisable on October 16, 2008, 10,000 shares of Class A Common Stock are exercisable on October 16, 2009 and 10,000 shares of Class A Common Stock are exercisable on October 16, 2010.

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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