

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 April 21, 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)
04/19/2006

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

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					130,169	D	
Class A Common Stock	04/19/2006		S	5,863 D \$ 52.2	333,112	I (1)	By trust
Class A Common Stock	04/19/2006		S	123 D \$ 52.21	332,989	I (1)	By trust
Class A Common Stock	04/19/2006		S	205 D \$	332,784	I (1)	By trust

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Common Stock						52.22		
Class A Common Stock	04/19/2006	S	82	D	\$ 52.23	332,702	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	205	D	\$ 52.24	332,497	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	697	D	\$ 52.25	331,800	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	984	D	\$ 52.26	330,816	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	902	D	\$ 52.27	329,914	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	492	D	\$ 52.3	329,422	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	82	D	\$ 52.31	329,340	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	41	D	\$ 52.32	329,299	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	246	D	\$ 52.33	329,053	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	41	D	\$ 52.34	329,012	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	2,419	D	\$ 52.35	326,593	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	205	D	\$ 52.36	326,388	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	615	D	\$ 52.37	325,773	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	41	D	\$ 52.39	325,732	I ⁽¹⁾	By trust

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Class A Common Stock	04/19/2006	S	1,722	D	\$ 52.4	324,010	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	410	D	\$ 52.41	323,600	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	492	D	\$ 52.44	323,108	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	615	D	\$ 52.45	322,493	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	451	D	\$ 52.46	322,042	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	2,296	D	\$ 52.47	319,746	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	2,009	D	\$ 52.48	317,737	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	2,624	D	\$ 52.49	315,113	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	7,913	D	\$ 52.5	307,200	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	205	D	\$ 52.51	306,995	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	820	D	\$ 52.52	306,175	I ⁽¹⁾	By trust
Class A Common Stock	04/19/2006	S	164	D	\$ 52.53	306,011	I ⁽¹⁾	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)

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- Since the Reporting Person's last report, 420,352 shares of the issuer's Class B Common Stock previously owned indirectly through the Jacobson 2005 GRAT 2, of which the Reporting Person is the Settlor and Trustee, were distributed to the Reporting Person and are now owned directly by the Reporting Person. The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson 2005 GRAT 2.
- (3)
- (4) 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 the Mitchell L. Jacobson 2005 Grantor
- (5) Retained Annuity Trust (the "Jacobson 2005 GRAT"). The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson 2005 GRAT.
- The Reporting Person may be deemed to beneficially own such shares as Trustee of the Marjorie Diane Gershwind 1994 Qualified
- (6) Fifteen Year Annuity Interest Trust (the "Gershwind 1994 Trust"). The Reporting Person disclaims beneficial ownership of the shares held by the Gershwind 1994 Trust.

Remarks:

1 of 2 Form 4's

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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