

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 *
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)
04/03/2006

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock, \$.001 par value	04/03/2006		M		10,000	A	\$ 7.75
					21,693		
Class A Common Stock, \$.001 par value	04/03/2006		M		2,826	A	\$ 13.9375
					24,519		
Class A Common Stock	04/03/2006		M		12,000	A	\$ 14.5
					36,519		

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Stock,
\$.001 par
value

Class A
Common

Stock,	04/03/2006	S	300	D	\$ 52.69	36,219	D
\$.001 par value ⁽⁶⁾							

Class A
Common

Stock,	04/03/2006	S	600	D	\$ 52.7	35,619	D
\$.001 par value ⁽⁶⁾							

Class A
Common

Stock,	04/03/2006	S	300	D	\$ 52.71	35,319	D
\$.001 par value ⁽⁶⁾							

Class A
Common

Stock,	04/03/2006	S	400	D	\$ 52.72	34,919	D
\$.001 par value ⁽⁶⁾							

Class A
Common

Stock,	04/03/2006	S	1,500	D	\$ 52.74	33,419	D
\$.001 par value ⁽⁶⁾							

Class A
Common

Stock,	04/03/2006	S	700	D	\$ 52.75	32,719	D
\$.001 par value ⁽⁶⁾							

Class A
Common

Stock,	04/03/2006	S	100	D	\$ 52.76	32,619	D
\$.001 par value ⁽⁶⁾							

Class A
Common

Stock,	04/03/2006	S	100	D	\$ 52.77	32,519	D
\$.001 par value ⁽⁶⁾							

Class A
Common
Stock,

04/03/2006	S	900	D	\$ 52.78	31,619	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	400	D	\$ 52.8	31,219	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	500	D	\$ 52.81	30,719	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	100	D	\$ 52.84	30,619	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	400	D	\$ 52.89	30,219	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	400	D	\$ 52.9	29,819	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	200	D	\$ 52.93	29,619	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	500	D	\$ 52.94	29,119	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	400	D	\$ 52.95	28,719	D
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\$.001 par
value ⁽⁶⁾

Class A
Common

Stock,	04/03/2006	S	500	D	\$ 52.96	28,219	D
--------	------------	---	-----	---	----------	--------	---

\$.001 par

value ⁽⁶⁾Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

400

D

\$ 52.97

27,819

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

100

D

\$ 52.98

27,719

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

100

D

\$ 52.99

27,619

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

200

D

\$ 53.04

27,419

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

100

D

\$ 53.05

27,319

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

300

D

\$ 53.06

27,019

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

300

D

\$ 53.12

26,719

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

800

D

\$ 53.15

25,919

D

Class A
Common
Stock,
\$.001 par
value ⁽⁶⁾

04/03/2006

S

200

D

\$ 53.25

25,719

D

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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) ⁽¹⁾	\$ 7.75	04/03/2006		M	10,000	⁽²⁾ 10/19/2009	See Footnote ⁽⁵⁾	10,000
Options (right to buy) ⁽¹⁾	\$ 13.9375	04/03/2006		M	2,826	⁽³⁾ 11/09/2010	See Footnote ⁽⁵⁾	2,826
Options (right to buy) ⁽¹⁾	\$ 14.5	04/03/2006		M	12,000	⁽⁴⁾ 09/21/2011	See Footnote ⁽⁵⁾	12,000

Reporting Owners

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

Signatures

/s/ Thomas Cox 04/05/2006
 **Signature of Date
 Reporting Person

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

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(2) An option to purchase 50,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person under the Issuer's 1998 Stock Option Plan. One fifth of such option became exercisable on each of October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.

(3) An option to purchase 50,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person under the Issuer's 1998 Stock Option Plan. One fifth of such option became exercisable on each of October 19, 2001, October 19, 2002, October 19, 2003, October 19, 2004 and October 19, 2005

(4) An option to purchase 60,000 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.

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

(6) Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transaction on one Form 4, the Reporting Person is filing 3 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 3 filings

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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