

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 April 17, 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)
04/13/2006

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)	Price		
Class A Common Stock					130,169	D	
Class A Common Stock	04/13/2006		S	123 D	\$ 51.64 401,131	I (1)	By trust
Class A Common Stock	04/13/2006		S	164 D	\$ 51.65 400,967	I (1)	By trust
Class A Common Stock	04/13/2006		S	287 D	\$ 400,680	I (1)	By trust

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Common Stock						51.66		
Class A Common Stock	04/13/2006	S	205	D	\$ 51.67	400,475	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	410	D	\$ 51.68	400,065	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	861	D	\$ 51.69	399,204	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	369	D	\$ 51.7	398,835	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	164	D	\$ 51.71	398,671	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	164	D	\$ 51.72	398,507	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	41	D	\$ 51.73	398,466	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	369	D	\$ 51.74	398,097	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	205	D	\$ 51.75	397,892	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	82	D	\$ 51.77	397,810	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	246	D	\$ 51.78	397,564	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	492	D	\$ 51.8	397,072	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	369	D	\$ 51.81	396,703	I <u>(1)</u>	By trust
Class A Common Stock	04/13/2006	S	205	D	\$ 51.82	396,498	I <u>(1)</u>	By trust

Class A
Common Stock 04/13/2006 S 205 D \$ 51.83 396,293 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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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		

Signatures

/s/ J. Robert Small,
Attorney-in-Fact 04/14/2006

**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).

The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of the Mitchell L. Jacobson 2005 Grantor

(1) 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.

Remarks:

3 of 3 Forms 4

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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