

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 April 20, 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 *
BOEHLKE CHARLES A JR

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)
04/18/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President & CFO

C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXES 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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock, \$.001 par value | 04/18/2006 | | M | 14,000 | A \$ 18.6875 | 46,339 | D |
| Class A Common Stock, \$.001 par value | 04/18/2006 | | S | 300 | D \$ 52.21 | 46,039 | D |
| | 04/18/2006 | | S | 6,700 | D \$ 52.22 | 39,339 | D |

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Class A
Common
Stock,
\$.001 par
value

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

1,700

D

\$ 52.23

37,639

D

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

200

D

\$ 52.24

37,439

D

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

400

D

\$ 52.25

37,039

D

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

3,700

D

\$ 52.26

33,339

D

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

200

D

\$ 52.29

33,139

D

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

100

D

\$ 52.3

33,039

D

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

100

D

\$ 52.31

32,939

D

Class A
Common
Stock,
\$.001 par
value

04/18/2006

S

600

D

\$ 52.33

32,339

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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(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⁾ | \$ 18.6875 | 04/18/2006 | | M | 14,000 | ⁽²⁾ 06/19/2010 | See Footnote ⁽³⁾ | 14,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOEHLKE CHARLES A JR C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXES ROAD MELVILLE, NY 11747 | X | | Executive Vice President & CFO | |

Signatures

/s/ Charles A. Boehlke Jr. 04/18/2006
 **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 125,000 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 June 19, 2001, June 19, 2002, June 19, 2003, June 19, 2004, and June 19, 2005.
- (3) Class A common stock, \$.001 par value

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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