



Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Stock, \$.001 par value							
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	300	D	\$ 52.69	36,219	D
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	600	D	\$ 52.7	35,619	D
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	300	D	\$ 52.71	35,319	D
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	400	D	\$ 52.72	34,919	D
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	1,500	D	\$ 52.74	33,419	D
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	700	D	\$ 52.75	32,719	D
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	100	D	\$ 52.76	32,619	D
Class A Common Stock, \$.001 par value <sup>(6)</sup>	04/03/2006	S	100	D	\$ 52.77	32,519	D
Class A Common Stock,	04/03/2006	S	900	D	\$ 52.78	31,619	D

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Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	400	D	\$ 52.8	31,219	D
Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	500	D	\$ 52.81	30,719	D
Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	100	D	\$ 52.84	30,619	D
Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	400	D	\$ 52.89	30,219	D
Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	400	D	\$ 52.9	29,819	D
Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	200	D	\$ 52.93	29,619	D
Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	500	D	\$ 52.94	29,119	D
Class A Common Stock, \$0.001 par value <sup>(6)</sup>	04/03/2006	S	400	D	\$ 52.95	28,719	D
Class A Common Stock, \$0.001 par	04/03/2006	S	500	D	\$ 52.96	28,219	D

value <sup>(6)</sup>Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

400

D

\$ 52.97

27,819

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

100

D

\$ 52.98

27,719

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

100

D

\$ 52.99

27,619

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

200

D

\$ 53.04

27,419

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

100

D

\$ 53.05

27,319

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

300

D

\$ 53.06

27,019

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

300

D

\$ 53.12

26,719

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

04/03/2006

S

800

D

\$ 53.15

25,919

D

Class A  
Common  
Stock,  
\$\$.001 par  
value <sup>(6)</sup>

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