

BOEHLKE CHARLES A JR
Form 4
November 23, 2005

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)
11/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, \$0.001 par value	11/21/2005		M		17,745	A	\$ 18.6875
					42,258		D
Class A Common Stock, \$0.001 par value	11/21/2005		M		5,000	A	\$ 13.9375
					47,258		D
	11/21/2005		M		20,000	A	\$ 14.5
					67,258		D

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Class A Common Stock, \$0.001 par value							
Class A Common Stock, \$0.001 par value	11/21/2005	S	1,300	D	\$ 38.51	65,958	D
Class A Common Stock, \$0.001 par value	11/21/2005	S	400	D	\$ 38.53	65,558	D
Class A Common Stock, \$0.001 par value	11/21/2005	S	200	D	\$ 38.54	65,358	D
Class A Common Stock, \$0.001 par value	11/21/2005	S	1,200	D	\$ 38.55	64,158	D
Class A Common Stock, \$0.001 par value	11/21/2005	S	200	D	\$ 38.57	63,958	D
Class A Common Stock, \$0.001 par value	11/21/2005	S	33,645	D	\$ 38.58	30,313	D
Class A Common Stock, \$0.001 par value	11/21/2005	S	200	D	\$ 38.59	30,113	D
Class A Common Stock, \$0.001 par value	11/21/2005	S	3,000	D	\$ 38.6	27,113	D
	11/21/2005	S	2,100	D	\$ 38.61	25,013	D

Class A
Common
Stock,
\$0.001 par
value

Class A
Common
Stock, 11/21/2005 S 500 D \$ 38.62 24,513 D
\$0.001 par
value

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	11/21/2005		M	17,745	⁽²⁾ 06/19/2010	See Footnote ⁽⁵⁾	17,745
Options (right to buy) ⁽¹⁾	\$ 13.9375	11/21/2005		M	5,000	⁽³⁾ 11/09/2010	See Footnote ⁽⁵⁾	5,000
Options (right to buy) ⁽¹⁾	\$ 14.5	11/21/2005		M	20,000	⁽⁴⁾ 09/21/2011	See Footnote ⁽⁵⁾	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOEHLKE CHARLES A JR C/O MSC INDUSTRIAL DIRECT CO INC	X		Executive VP and CFO	

75 MAXES ROAD
MELVILLE, NY 11747

Signatures

Charles A.
Boehlke Jr.

11/22/2005

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.

An option to purchase 25,000 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 November 9, 2001, November 9, 2002, November 9, 2003, November 9, 2004 and November 9, 2005.

An option to purchase 100,000 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 remaining one-fifth of such balance will become exercisable on September 21, 2006.

(5) 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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