#### MSC INDUSTRIAL DIRECT CO INC

Form 4

August 01, 2006

FO	RI	M ·	4
----	----	-----	---

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

BOXER SHELLEY Symbol MSC II			Symbol MSC IN	Issuer Name <b>and</b> Ticker or Trading bol C INDUSTRIAL DIRECT CO C [MSM]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(First) (I NDUSTRIAL DI 5 MAXESS RD		3. Date of Earliest Transaction (Month/Day/Year) 07/28/2006					Director 10% Owner Specify below) UP of Finance			
MLEVILLE	(Street) E, NY 11747		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock, \$.001 par value	07/28/2006			M	4,800	A	\$ 23.41	14,271	D		
Class A Common Stock, \$.001 par value	07/28/2006			S	1,000	D	\$ 41	13,271	D		
	07/28/2006			S	1,000	D		12,271	D		

#### Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

Class A Common Stock, \$.001 par value					\$ 41.12	
Class A Common Stock, \$.001 par value	07/28/2006	S	700	D	\$ 41.15 11,571	D
Class A Common Stock, \$.001 par value	07/28/2006	S	1,800	D	\$ 41.9 9,771	D
Class A Common Stock, \$.001 par value	07/28/2006	S	300	D	\$ 9,471	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy) (1)	\$ 23.41	07/28/2006		M	4,800	(2)	10/20/2013	See Footnote	4,800

8. F Der Sec (Ins

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOXER SHELLEY C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747

VP of Finance

#### **Signatures**

/s/ Shelley M Boxer 08/01/2006

\*\*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
  - An option to purchase 12,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting Person on
- (2) October 20, 2003. One fifth of such option became exercisable on each of October 20, 2004 and October 20, 2005. The balance of such option becomes exercisable in one-fifth on each of October 20, 2006, October 20, 2007 and October 20, 2008.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3