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MSC INDUSTRIAL DIRECT CO INC Form 4 April 21, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GERSHWIND ERIK** Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O MSC INDUSTRIAL DIRECT 04/19/2006 SVP, Product Mgmnt & Marketing CO., INC., 75 MAXESS ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting MELVILLE, NY 11747 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Class A Common S 04/19/2006 D \$ 52.2 51,220 D 2,145 Stock Class A Common S 45 04/19/2006 D 51,175 D 52.21 Stock Class A Common S 75 51,100 D 04/19/2006 D 52.22 Stock S D Class A 04/19/2006 30 D \$ 51,070

Common Stock					52.23	
Class A Common Stock	04/19/2006	S	75	D	\$ 50,995	D
Class A Common Stock	04/19/2006	S	255	D	\$ 50,740	D
Class A Common Stock	04/19/2006	S	360	D	\$ 50,380	D
Class A Common Stock	04/19/2006	S	330	D	\$ 50,050 52.27	D
Class A Common Stock	04/19/2006	S	180	D	\$ 52.3 49,870	D
Class A Common Stock	04/19/2006	S	30	D	\$ 52.31 49,840	D
Class A Common Stock	04/19/2006	S	15	D	\$ 52.32 49,825	D
Class A Common Stock	04/19/2006	S	90	D	\$ 52.33 49,735	D
Class A Common Stock	04/19/2006	S	15	D	\$ 49,720 52.34	D
Class A Common Stock	04/19/2006	S	885	D	\$ 52.35 48,835	D
Class A Common Stock	04/19/2006	S	75	D	\$ 52.36 48,760	D
Class A Common Stock	04/19/2006	S	225	D	\$ 52.37 48,535	D
Class A Common Stock	04/19/2006	S	15	D	\$ 52.39 48,520	D
Class A Common Stock	04/19/2006	S	630	D	\$ 52.4 47,890	D

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Class A Common Stock	04/19/2006	S	150	D	\$ 47,740 52.41	D
Class A Common Stock	04/19/2006	S	180	D	\$ 47,560 52.44	D
Class A Common Stock	04/19/2006	S	225	D	\$ 47,335 52.45	D
Class A Common Stock	04/19/2006	S	165	D	\$ 47,170 52.46	D
Class A Common Stock	04/19/2006	S	840	D	\$ 46,330 52.47	D
Class A Common Stock	04/19/2006	S	735	D	\$ 45,595 52.48	D
Class A Common Stock	04/19/2006	S	960	D	\$ 44,635 52.49	D
Class A Common Stock	04/19/2006	S	2,895	D	\$ 52.5 41,740	D
Class A Common Stock	04/19/2006	S	75	D	\$ 41,665 52.51	D
Class A Common Stock	04/19/2006	S	300	D	\$ 41,365 52.52	D
Class A Common Stock	04/19/2006	S	60	D	\$ 41,305 52.53	D
Class A Common Stock	04/19/2006	S	1,620	D	\$ 39,685 52.54	D

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 77.4 6	2				~			a m'.		0.0.	0.11
1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. 6. Date Exercisable and ionNumber Expiration Date				tle and unt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of (Month/Day/Year)				rlying	Security	Secu
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Secur	tities 3 and 4)	(Instr. 5)	Bene Owne
	Security				Acquired			(msu	. <i>5</i> and +)		Follo
					(A) or						Repo
					Disposed of (D)						Trans (Instr
					(Instr. 3,						(IIISti
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	THE	of		
				Code V	(A) (D)				Shares		
Repor	ting O	wners									
	J										
F	Reporting Ow	ner Name / Address		Relationships							

Reporting Owner Name / Address Director Officer Other Director 10% Owner Officer Other GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO., INC. SVP, Product Mgmnt & Marketing SVP, Product Mgmnt & Marketing 75 MAXESS ROAD MELVILLE, NY 11747 SVP, Product Mgmnt & Marketing V Signatures /s/ J. Robert Small, Attorney-in-Fact 04/20/2006 V V

**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).

Remarks:

1 of 2 Form 4's

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.

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